

MEMSIC Inc  
Form SC 13G  
February 14, 2008

OMB APPROVAL  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**MEMSIC, Inc.**

(Name of Issuer)

**Common Stock, \$0.00001**

(Title of Class of Securities)

**586264103**

(CUSIP Number)

**Calendar Year 2007**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( *Act* ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**Still River Fund II LP**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

**The Reporting Person is a limited partnership formed under the laws of the State of Delaware.**

5. Sole Voting Power

Number of

**2,878,107**

Shares

6. Shared Voting Power

Beneficially

Owned by

**0**

Each

7. Sole Dispositive Power

Reporting

Person

**2,878,107**

8. Shared Dispositive Power

With

**0**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,878,107**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**approximately 12.6%**

12. Type of Reporting Person (See Instructions)

**OO**

**Item 1. (a) Name of Issuer:**

MEMSIC, Inc. (the *Issuer* ).

**(b) Address of the Issuer's Principal Executive Offices:**

One Tech Drive, Suite 325, Andover, MA 01810.

**Item 2. (a) Name of Person Filing:**

Still River Fund II LP (the *Reporting Person* ).

**(b) Address of Principal Business Office:**

The principal business office of the Reporting Person with respect to the shares reported hereunder is Reservoir Place, 1601 Trapelo Road, Waltham, Massachusetts 02451.

**(c) Citizenship:**

The Reporting Person is a limited partnership formed under the laws of the State of Delaware.

**(d) Title and Class of Securities:**

Common stock, \$0.00001 ( *Common Stock* )

**(e) CUSIP Number:**

586264103

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

As of December 31, 2007, the Reporting Person beneficially owned 2,878,107 outstanding shares of Common Stock of the Issuer, representing approximately 12.6% of the class.

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

By signing below I hereby certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose.

*Signature*

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: February 13, 2008

STILL RIVER FUND II LP

By: James A Saalfield

By: /s/ James A. Saalfield  
James A. Saalfield  
Managing General Partner