

MONOLITHIC POWER SYSTEMS INC
Form SC 13G
February 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Monolithic Power Systems, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

609839 10 5

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

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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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Page 1 of 10 pages

CUSIP No. 609839 10 5

1. Names of Reporting Persons.

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

Chang, Kuo Wei Herbert

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

(a) ..

3. SEC Use Only

(b) x

4. Citizenship or Place of Organization

Taiwan, ROC

5. Sole Voting Power

Number of

Shares 110,000⁽¹⁾
6. Shared Voting Power

Beneficially

Owned by 3,338,160⁽²⁾⁽³⁾
Each 7. Sole Dispositive Power

Reporting

Person 110,000⁽¹⁾
8. Shared Dispositive Power

With:

3,338,160⁽²⁾⁽³⁾

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,448,160⁽¹⁾⁽²⁾⁽³⁾

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

..

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

10.31%

12. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 609839 10 5

1. Names of Reporting Persons.

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

InveStar Capital, Inc.

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

(a) ..

3. SEC Use Only

(b) x

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of
Shares

6. Shared Voting Power

Beneficially

2,216,341⁽²⁾

Owned by

7. Sole Dispositive Power

Each

Reporting

8. Shared Dispositive Power

Person

With:

2,216,341⁽²⁾

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,216,341⁽²⁾

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

..

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

6.62%

12. Type of Reporting Person (See Instructions)

CO

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CUSIP No. 609839 10 5

1. Names of Reporting Persons.

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

InveStar Semiconductor Development Fund, Inc.

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

(a) ..

3. SEC Use Only

(b) x

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of
Shares

6. Shared Voting Power

Beneficially

1,351,852

Owned by

7. Sole Dispositive Power

Each

Reporting

8. Shared Dispositive Power

Person

With:

1,351,852

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,351,852

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

..

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

4.04%

12. Type of Reporting Person (See Instructions)

CO

Page 4 of 10 pages

CUSIP No. 609839 10 5

1. Names of Reporting Persons.

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

InveStar Semiconductor Development Fund, Inc. (II) LDC

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

(a) ..

3. SEC Use Only

(b) x

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of
Shares

6. Shared Voting Power

Beneficially

864,489

Owned by

7. Sole Dispositive Power

Each

Reporting

8. Shared Dispositive Power

Person

With:

864,489

9. Aggregate Amount Beneficially Owned by Each Reporting Person

864,489

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

..

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

2.58%

12. Type of Reporting Person (See Instructions)

CO

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CUSIP No. 609839 10 5

1. Names of Reporting Persons.

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

VCFA Growth Partners, L.P.

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

(a) ..

3. SEC Use Only

(b) x

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of
Shares

6. Shared Voting Power

Beneficially

1,121,819⁽³⁾

Owned by

7. Sole Dispositive Power

Each

Reporting

8. Shared Dispositive Power

Person

With:

1,121,819⁽³⁾

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,121,819⁽³⁾

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

..

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

3.35%

12. Type of Reporting Person (See Instructions)

PN

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Item 1.

(a) Name of Issuer

Monolithic Power Systems, Inc.

(b) Address of Issuer's Principal Executive Offices

6409 Guadalupe Mines Road, San Jose, CA 95120

Item 2.

(a)-(c) This Statement is Filed by:

Kuo Wei Herbert Chang (Chang); VCFA Growth Partners, InveStar Semiconductor Development Fund, Inc. (II) LDC, InveStar Semiconductor Development Fund, Inc. and InveStar Capital, Inc. (collectively, InveStar).

The Business Address of Chang and InveStar is 24F, No. 76, Dunhua S. Road, Section 2, Taipei, Taiwan, R.O.C.

Chang is the General Partner for VCFA Growth Partners, L.P.

Chang is a citizen of Taiwan, ROC; InveStar Capital, Inc., InveStar Semiconductor Development Fund, Inc. (II) LDC, and InveStar Semiconductor Development Fund, Inc. are Cayman Island corporations; VCFA Growth Partners L.P. is a limited partnership incorporated in Cayman Islands.

Chang and InveStar are individually referred to herein as Reporting Person and collectively, as the Reporting Persons.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

609839 10 5

Item 3. N/A

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: See Row 9 for the amount beneficially owned by each Reporting Person.

(b) Percent of class: See Row 11 for the percentage of class beneficially owned by each Reporting Person.

(c) Number of shares as to which the person has: See Rows 5-8 for the voting and dispositive power for each Reporting Person.

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

N/A

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

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

The Reporting Persons may be deemed to be a group for the purposes of Section 13(g) of the Act and the rules thereunder, although each expressly disclaims any assertion or presumption that it or the other person on whose behalf this statement is filed constitute a group. The filing of this statement should not be construed to be an admission that any of the Reporting Persons is a member of a group consisting of one or more of such persons. A copy of the Agreement Relating to Joint Filing of Schedule 13(G) is attached hereto as Exhibit A.

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

N/A

- (1) Includes options to purchase 110,000 shares of common stock that are exercisable within 60 days of December 31, 2007.
- (2) Includes (i) 1,351,852 shares of common stock held of record by InveStar Semiconductor Development Fund, Inc. and (ii) 864,489 shares of common stock held of record by InveStar Semiconductor Development Fund, Inc. (II) LDC.
- (3) Includes 1,121,819 shares of common stock held of record by VCFA Growth Partners, LP.

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.

February 14, 2008

/s/ Kuo Wei Herbert Chang
Kuo Wei Herbert Chang, individually, and on behalf of;
InveStar Capital, Inc., as President;
InveStar Semiconductor Development Fund, Inc., as
Secretary and as President of InveStar Capital, Inc., the
management company of InveStar Semiconductor
Development Fund, Inc. ;
InveStar Semiconductor Development Fund, Inc. (II)
LDC, as Secretary and as President of InveStar Capital,
Inc., the management company of InveStar
Semiconductor Development Fund, Inc. (II) LDC; and
VCFA Growth Partners L.P., as general partner.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

AGREEMENT RELATING TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Monolithic Power Systems, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an Exhibit to such Schedule 13G.

This Agreement and the filing of the Schedule 13G shall not be construed to be an admission that any of the undersigned is a member of a group consisting of one or more of such persons pursuant to Section 13(g) of the Securities Exchange Act of 1934, as amended and the rules thereunder.

Dated: February 14, 2008

/s/ Kuo Wei Herbert Chang
Kuo Wei Herbert Chang, individually, and on behalf of;
InveStar Capital, Inc., as President;
InveStar Semiconductor Development Fund, Inc., as
Secretary and as President of InveStar Capital, Inc., the
management company of InveStar Semiconductor
Development Fund, Inc.;

InveStar Semiconductor Development Fund, Inc. (II)
LDC, as Secretary and as President of InveStar Capital,
Inc., the management company of InveStar
Semiconductor Development Fund, Inc. (II) LDC; and
VCFA Growth Partners L.P., as general partner.