

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES****OMB APPROVAL**

OMB Number: 3235-0104  
 Estimated average burden  
 hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CHANG KUO WEI HERBERT</u>  (Last) (First) (Middle) <u>C/O MONOLITHIC POWER SYSTEMS,</u> <u>INC.</u> <u>983 UNIVERSITY AVENUE, BUILDING A</u>  (Street) <u>LOS GATOS CA 95032</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/18/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>MONOLITHIC POWER SYSTEMS INC [ MPWR ]</u>  4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)  5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Stock Option (right to buy)	03/07/2001 <sup>(1)</sup> 06/07/2010	Common Stock 80,000	0.08	D	
Series D Convertible Preferred Stock	(7) 08/08/1988	Common Stock 130,955	(2)(8)	I <sup>(3)(5)</sup>	By Forefront Venture Partners, L.P.
Series D Convertible Preferred Stock	(7) 08/08/1988	Common Stock 30,386	(2)(8)	I <sup>(5)</sup>	By C Squared Investment Corp. <sup>(6)</sup>
Series C Convertible Preferred Stock	(7) 08/08/1988	Common Stock 546,716	(8)	I <sup>(5)</sup>	By InveStar Burgeon Venture Capital, Inc. <sup>(4)</sup>
Series D Convertible Preferred Stock	(7) 08/08/1988	Common Stock 130,955	(2)(8)	I <sup>(5)</sup>	By InveStar Burgeon Venture Capital, Inc. <sup>(4)</sup>
Series D Convertible Preferred Stock	(7) 08/08/1988	Common Stock 130,955	(2)(8)	I <sup>(5)</sup>	By InveStar Dayspring Venture Capital, Inc. <sup>(4)</sup>
Series B Convertible Preferred Stock	(7) 08/08/1988	Common Stock 2,520,964	(8)	I <sup>(5)</sup>	By InveStar Semiconductor Development Fund, Inc. <sup>(4)</sup>
Series C Convertible Preferred Stock	(7) 08/08/1988	Common Stock 733,534	(8)	I <sup>(5)</sup>	By InveStar Semiconductor Development Fund, Inc.(II) LDC <sup>(4)</sup>
Series D Convertible Preferred Stock	(7) 08/08/1988	Common Stock 130,955	(2)(8)	I <sup>(5)</sup>	By InveStar Semiconductor Development Fund, Inc. (II) LDC <sup>(4)</sup>

**Table II - Derivative Securities Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Convertible Preferred Stock	(7)	08/08/1988	Common Stock	182,238	(8)	I <sup>(5)</sup>	By InveStar Excelsus Venture Capital (Int'l) Inc., LDC <sup>(4)</sup>
Series D Convertible Preferred Stock	(7)	08/08/1988	Common Stock	130,955	(2)(8)	I <sup>(5)</sup>	By InveStar Excelsus Venture Capital (Int'l) Inc., LDC <sup>(4)</sup>

1. Name and Address of Reporting Person\*

CHANG KUO WEI HERBERT

(Last) (First) (Middle)

C/O MONOLITHIC POWER SYSTEMS, INC.  
983 UNIVERSITY AVENUE, BUILDING A

(Street)

LOS GATOS CA 95032

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

FOREFRONT VENTURE PARTNERS LP

(Last) (First) (Middle)

3600 PRUNERIDGE AVENUE, SUITE 300

(Street)

SANTA CLARA CA 95051

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Forefront Associates LLC

(Last) (First) (Middle)

3600 PRUNERIDGE AVENUE, SUITE 300

(Street)

SANTA CLARA CA 95051

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

INVESTAR CAPITAL INC

(Last) (First) (Middle)

ROOM 1201, 12TH FLOOR 333 KEELUNG ROAD  
SEC.1

(Street)

TAIPEI, TAIWAN, F5  
R.O.C.

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

INVESTAR EXCELSUS VENTURE  
CAPITAL INTL INC LDC

(Last) (First) (Middle)

ROOM 1201, 12TH FLOOR 333 KEELUNG ROAD  
SEC.1

(Street)

TAIPEI, TAIWAN, F5  
R.O.C.

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

INVESTAR BURGEON VENTURE  
CAPITAL INC

(Last) (First) (Middle)

ROOM 1201, 12TH FLOOR 333 KEELUNG ROAD  
SEC.1

(Street)

TAIPEI, TAIWAN, F5  
R.O.C.

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

INVESTAR DAYSPRING VENTURE  
CAPITAL INC

(Last) (First) (Middle)

ROOM 1201, 12TH FLOOR 333 KEELUNG ROAD  
SEC.1

(Street)

TAIPEI, TAIWAN, F5  
R.O.C.

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

InveStar Semiconductor Development Fund Inc

(Last) (First) (Middle)  
ROOM 1201, 12TH FLOOR 333 KEELUNG ROAD  
SEC.1

(Street)  
TAIPEI, TAIWAN, F5  
R.O.C.

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

InveStar Semiconductor Development Fund Inc (II) LDC

(Last) (First) (Middle)  
ROOM 1201, 12TH FLOOR 333 KEELUNG ROAD  
SEC.1

(Street)  
TAIPEI, TAIWAN, F5  
R.O.C.

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TAI KENNETH

(Last) (First) (Middle)  
ROOM 1201, 12TH FLOOR 333 KEELUNG ROAD  
SEC.1

(Street)  
TAIPEI, TAIWAN, F5  
R.O.C.

(City) (State) (Zip)

**Explanation of Responses:**

1. 25% of the shares subject to the option vested on 3/7/01; balance vested monthly over 36 months.
2. Securities convert into Common Stock at a ratio of 1.0 share of Common Stock for each share of Series D Preferred Stock upon the closing of the issuer's initial public offering at a per share offering price of \$8.23 or above. At any offering price below \$8.23, the conversion ratio is determined as a function of the difference between the offering price and \$8.23, but in no event would such ratio exceed 1.058964964 shares of Common Stock for each share of Series D Preferred Stock.
3. These securities are held directly by Forefront Venture Partners, L.P., and indirectly by Forefront Associates LLC, its general partner. Herbert Chang and Kenneth Tai are both general partners of Forefront Associates LLC, and share voting and/or investment power over these securities.
4. InveStar Capital, Inc. is the investment manager of this entity. Herbert Chang is President of InveStar Capital, Inc., and exercises voting and/or investment power over these securities.
5. Each reporting person disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein, if any.
6. Herbert Chang is the chief executive officer of C Squared Management Corporation, which is the management company of C Squared Investment Corp.
7. Immediately.
8. 1-for-1

/s/ Herbert Chang

11/18/2004

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

## FORM 3 JOINT FILER INFORMATION

Name: ForeFront Venture Partners, L.P.  
 Address: 3600 Pruneridge Avenue, Suite 300  
 Santa Clara, CA 95051  
 Relationship to Issuer: 10% Owner  
 Designated Filer: Chang Kuo Wei ("Herbert")  
 Date of Event Requiring Statement: 11/18/2004  
 Issuer Name and Ticker or Trading Symbol: Monolithic Power Systems, Inc. (MPWR)

Signature ForeFront Venture Partners, L.P.

By: \_\_\_\_\_  
 Title: \_\_\_\_\_

Name: Forefront Associates LLC  
 Address: 3600 Pruneridge Avenue, Suite 300  
 Santa Clara, CA 95051  
 Relationship to Issuer: 10% Owner  
 Designated Filer: Chang Kuo Wei ("Herbert")  
 Date of Event Requiring Statement: 11/18/2004  
 Issuer Name and Ticker or Trading Symbol: Monolithic Power Systems, Inc. (MPWR)

Signature Forefront Associates LLC

By: \_\_\_\_\_  
 Title: \_\_\_\_\_

Name: InveStar Capital, Inc.  
 Address: Room 1201, 12th Floor  
 333 Keelung Road, Sec. 1  
 Taipei, Taiwan, R.O.C.  
 Relationship to Issuer: 10% Owner  
 Designated Filer: Chang Kuo Wei ("Herbert")  
 Date of Event Requiring Statement: 11/18/2004  
 Issuer Name and Ticker or Trading Symbol: Monolithic Power Systems, Inc. (MPWR)

Signature InveStar Capital, Inc.

By: \_\_\_\_\_  
 Title: \_\_\_\_\_

Name: InveStar Excelsus Venture Capital (Int'l) Inc., LDC  
 Address: Room 1201, 12th Floor  
 333 Keelung Road, Sec. 1  
 Taipei, Taiwan, R.O.C.  
 Relationship to Issuer: 10% Owner  
 Designated Filer: Chang Kuo Wei ("Herbert")  
 Date of Event Requiring Statement: 11/18/2004  
 Issuer Name and Ticker or Trading Symbol: Monolithic Power Systems, Inc. (MPWR)

Signature InveStar Excelsus Venture Capital (Int'l) Inc., LDC

By: \_\_\_\_\_  
 Title: \_\_\_\_\_

Name: InveStar Burgeon Venture Capital, Inc.  
 Address: Room 1201, 12th Floor  
 333 Keelung Road, Sec. 1  
 Taipei, Taiwan, R.O.C.  
 Relationship to Issuer: 10% Owner  
 Designated Filer: Chang Kuo Wei ("Herbert")  
 Date of Event Requiring Statement: 11/18/2004  
 Issuer Name and Ticker or Trading Symbol: Monolithic Power Systems, Inc. (MPWR)

Signature InveStar Burgeon Venture Capital, Inc.

By: \_\_\_\_\_

Title:  
-----

Name: InveStar Dayspring Venture Capital, Inc.  
Address: Room 1201, 12th Floor  
333 Keelung Road, Sec. 1  
Taipei, Taiwan, R.O.C.  
Relationship to Issuer: 10% Owner  
Designated Filer: Chang Kuo Wei ("Herbert")  
Date of Event Requiring Statement: 11/18/2004  
Issuer Name and Ticker or Trading Symbol: Monolithic Power Systems, Inc. (MPWR)

Signature InveStar Dayspring Venture Capital, Inc.

By:  
-----  
Title:  
-----

Name: InveStar Semiconductor Development Fund, Inc.  
Address: Room 1201, 12th Floor  
333 Keelung Road, Sec. 1  
Taipei, Taiwan, R.O.C.  
Relationship to Issuer: 10% Owner  
Designated Filer: Chang Kuo Wei ("Herbert")  
Date of Event Requiring Statement: 11/18/2004  
Issuer Name and Ticker or Trading Symbol: Monolithic Power Systems, Inc. (MPWR)

Signature InveStar Semiconductor Development Fund, Inc.

By:  
-----  
Title:  
-----

Name: InveStar Semiconductor Development Fund, Inc. (II) LDC  
Address: Room 1201, 12th Floor  
333 Keelung Road, Sec. 1  
Taipei, Taiwan, R.O.C.  
Designated Filer: Chang Kuo Wei ("Herbert")  
Date of Event Requiring Statement: 11/18/2004  
Issuer Name and Ticker or Trading Symbol: Monolithic Power Systems, Inc. (MPWR)

Signature InveStar Semiconductor Development Fund, Inc. (II) LDC

By:  
-----  
Title:  
-----

Name: Kenneth Tai  
Address: Room 1201, 12th Floor  
333 Keelung Road, Sec. 1  
Taipei, Taiwan, R.O.C.  
Relationship to Issuer: 10% Owner  
Designated Filer: Chang Kuo Wei ("Herbert")  
Date of Event Requiring Statement: 11/18/2004  
Issuer Name and Ticker or Trading Symbol: Monolithic Power Systems, Inc. (MPWR)

Signature Kenneth Tai

By:  
-----  
Title:  
-----