ADESTO TECHNOLOGIES Corp

Form 4

November 10, 2016

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Intrater Gideon D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol ADESTO TECHNOLOGIES Corp

(Check all applicable)

[IOTS]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title

(Month/Day/Year)

10/29/2016

Other (specify

Chief Technology Officer

C/O ADESTO TECHNOLOGIES CORPORATION, 3600 PETERSON WAY

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

SANTA CLARA, CA 95054

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	10/29/2016		M(1)	1,072	A	\$0	4,290 (2)	D	
Common Stock	10/30/2016		M(3)	10,691	A	\$0	25,672 <u>(4)</u>	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			erivative Expiration Date (Month/Day/Year) equired (A) Disposed of (b) 101 102 103 103 104 105 105 107 107 108 108 109 109 108 109 108 109 109 109 109 109 109 109 109 109 109		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		{ } (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (5)	10/29/2016		M		4,290 (1) (2)	<u>(6)</u>	<u>(6)</u>	Common Stock	4,290	
Restricted Stock Units	\$ 0 (5)	10/30/2016		M		21,382 (4) (3)	<u>(7)</u>	<u>(7)</u>	Common Stock	21,382	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Intrater Gideon D C/O ADESTO TECHNOLOGIES CORPORATION 3600 PETERSON WAY SANTA CLARA, CA 95054

Chief Technology Officer

De Sec (In

Signatures

/s/ Gideon Intrater by Ron Shelton, Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Vesting and release of restricted stock units ("RSUs") granted to the Reporting Person on February 9, 2016 (the "February 2016 RSUs").
- Includes the remaining 3,218 shares underlying the February 2016 RSUs, the grant of which was previously reported in Table II of a
 Form 3 filed by the Reporting Person on May 6, 2016. The February 2016 RSUs vested as to 25% of the RSUs on October 29, 2016, and thereafter will vest in 36 equal monthly installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
- (3) Vesting and release of RSUs granted to the Reporting Person on October 30, 2015 (the "October 2015 RSUs").
- Includes the remaining 10,691 shares underlying the October 2015 RSUs, the grant of which was previously reported in Table II of a

 Form 3 filed by the Reporting Person on May 6, 2016. The October 2015 RSUs vested as to 50% of the RSUs on October 30, 2016, and thereafter will vest quarterly as to 12.5% of the total RSUs in equal installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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- (5) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (6) 25% of the RSUs vested on October 29, 2016, and thereafter will vest in 36 equal monthly installments.
- (7) 50% of the RSUs vested on October 30, 2016, and thereafter will vest quarterly as to 12.5% of the total RSUs in equal installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.