

ADESTO TECHNOLOGIES Corp
 Form 4
 November 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
APPLIED MATERIALS INC /DE

2. Issuer Name and Ticker or Trading Symbol
ADESTO TECHNOLOGIES Corp [IOTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2015

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

3050 BOWERS AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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		
Common Stock	10/30/2015		C		417,224	A	<u>(1)</u> 417,224	I	See footnote (2)
Common Stock	10/30/2015		C		40,491	A	<u>(3)</u> 457,715	I	See footnote (2)
Common Stock	10/30/2015		C		1,050,936	A	<u>(4)</u> 1,508,651	I	See footnote (2)

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

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date			
				Code	V	(A)	(D)		Title	Amount or Number of Shares	
Series A Preferred Stock	(1)	10/30/2015		C		157,828		(1)	(1)	Common Stock	157,828
Series B Preferred Stock	(1)	10/30/2015		C		176,275		(1)	(1)	Common Stock	176,275
Series C Preferred Stock	(1)	10/30/2015		C		56,722		(1)	(1)	Common Stock	56,722
Series D Preferred Stock	(3)	10/30/2015		C		39,196		(3)	(3)	Common Stock	40,491
Series D-1 Preferred Stock	(1)	10/30/2015		C		26,399		(1)	(1)	Common Stock	26,399
Series E Preferred Stock	(4)	10/30/2015		C		106,326		(4)	(4)	Common Stock	1,050,936

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APPLIED MATERIALS INC /DE 3050 BOWERS AVENUE SANTA CLARA, CA 95054		X		
Applied Ventures, LLC 3050 BOWERS AVE.		X		

SANTA CLARA, CA 95054

Signatures

APPLIED MATERIALS, INC., By:/s/ Thomas F. Larkins, Name: Thomas F. Larkins, Title:
Senior Vice President, General Counsel and Corporate Secretary

11/03/2015

__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).

- In connection with the consummation of the Issuer's initial public offering on October 30, 2015, each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D-1 Preferred Stock automatically converted into one share of Common Stock, for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- (1) Series B Preferred Stock, Series C Preferred Stock and Series D-1 Preferred Stock automatically converted into one share of Common Stock, for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- (2) Shares are owned directly by Applied Ventures, LLC ("Ventures"), a wholly owned subsidiary of Applied Materials, Inc. ("Applied"). Applied is the indirect beneficial owner of the reported securities.

- In connection with the consummation of the Issuer's initial public offering, each share of Series D Preferred Stock automatically converted into 1.0330576 shares of Common Stock, for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- (3) converted into 1.0330576 shares of Common Stock, for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.

- In connection with the consummation of the Issuer's initial public offering, each share of Series E Preferred Stock automatically converted into 9.8841 shares of Common Stock, for no additional consideration, and has no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- (4) converted into 9.8841 shares of Common Stock, for no additional consideration, and has no expiration date. All shares of Common Stock issued upon conversion were aggregated.

Remarks:

Exhibit 99.1 - Joint Filer Information, incorporated herein by reference.

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.