

ADESTO TECHNOLOGIES Corp
 Form 4
 November 10, 2016

FORM 4

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

OMB APPROVAL

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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 *
 CHAN NELSON C

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)
 10/30/2016

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

C/O ADESTO TECHNOLOGIES CORPORATION, 3600 PETERSON WAY

(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
 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/30/2016		M ⁽¹⁾	10,008 A \$ 0	20,016 ⁽²⁾	D	

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

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.

SEC 1474 (9-02)

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽³⁾	10/30/2016		M	20,016 <u>(1)</u> <u>(2)</u>	<u>(4)</u> <u>(4)</u>	Common Stock	20,016

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAN NELSON C C/O ADESTO TECHNOLOGIES CORPORATION 3600 PETERSON WAY SANTA CLARA, CA 95054	X			

Signatures

/s/ Nelson Chan by Ron Shelton,
Attorney-in-Fact

11/10/2016

**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 October 30, 2015 (the "October 2015 RSUs").
Includes the remaining 10,008 shares underlying the October 2015 RSUs, the grant of which was previously reported in Table II of a Form 4 filed by the Reporting Person on November 3, 2015. 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.
 - (3) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
 - (4) 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. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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.