ADESTO TECHNOLOGIES Corp

Form 4

November 10, 2016

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

OMB Number:

3235-0287

0.5

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

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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COX BARRY L /ADV

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

Issuer

ADESTO TECHNOLOGIES Corp

[IOTS]

(Month/Day/Year)

Filed(Month/Day/Year)

10/30/2016

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O ADESTO TECHNOLOGIES CORPORATION, 3600 PETERSON

(First)

WAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

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

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities (Instr. 3) Code Beneficially (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported (A) Transaction(s) (Instr. 3 and 4) Price Amount (D) Common

Indirect (I) (Instr. 4)

(D) or

Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect

10/30/2016 Stock

 $M^{(1)}$ 12,873

\$0

25,746 (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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 II S (|
|---|---|--------------------------------------|---|--|---|--|--------------------|---|-------------------------------------|----------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | \$ 0 (3) | 10/30/2015 | | M | 25,746 (1) (2) | <u>(4)</u> | <u>(4)</u> | Common Stock | 25,746 | |

De Se (In

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| COX BARRY L /ADV C/O ADESTO TECHNOLOGIES CORPORATION 3600 PETERSON WAY SANTA CLARA, CA 95054 | X | | | | |
| Signatures | | | | | |

/s/ Barry L. Cox 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 12,873 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.

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.

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