

MEHRBIANS RAPHAEL
Form 4
November 17, 2017

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 *
MEHRBIANS RAPHAEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President, Marketing

(Last) (First) (Middle)
C/O ADESTO TECHNOLOGIES CORPORATION, 3600 PETERSON WAY

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

(Street)
SANTA CLARA, CA 95054

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

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/15/2017		M	3,000 A \$ 3.48	13,850	D	
Common Stock	11/15/2017		S	3,859 (1) D \$ 7.7723 (2)	9,991	D	
Common Stock	11/16/2017		M	750 A \$ 3.48	10,741	D	
Common Stock	11/16/2017		M	2,500 A \$ 3.6	13,241	D	

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Common Stock 11/16/2017 S 3,250⁽¹⁾ D \$ 7.909⁽³⁾ 9,991 D

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

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(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 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
Employee Stock Option (right to buy)	\$ 3.48	11/15/2017		M	3,000	<u>(4)</u> 05/04/2026	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 3.48	11/16/2017		M	750	<u>(4)</u> 05/04/2026	Common Stock	750
Employee Stock Option (right to buy)	\$ 3.6	11/16/2017		M	2,500	<u>(5)</u> 02/08/2027	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEHRBIANS RAPHAEL C/O ADESTO TECHNOLOGIES CORPORATION 3600 PETERSON WAY			Vice President, Marketing	

SANTA CLARA, CA 95054

Signatures

/s/ Raphael Mehrbians by Ron Shelton,
Attorney-in-Fact

11/17/2017

__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) Represents the aggregate of sales effected on the same day at different prices

Represents the weighted average sales price per share. The shares sold at prices ranging from \$7.755 to \$7.775 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(2) Represents the weighted average sales price per share. The shares sold at prices ranging from \$7.90 to \$7.925 per share. Full information regarding the number of shares sold at each price shall be provided upon request to the staff of the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

(3) The stock option vests and becomes exercisable as to 25% of the shares subject to the option on April 29, 2017, and thereafter vests as to 1/48th of the shares in equal monthly installments, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

(4) The stock option vests and becomes exercisable in 48 equal monthly installments beginning on March 15, 2017 until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.

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

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