

ADESTO TECHNOLOGIES Corp  
Form SC 13G/A  
January 19, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)

AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1) \*

Adesto Technologies Corporation

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

00687D101

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 12 Pages

Exhibit Index Contained on Page 11

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1 NAME OF REPORTING PERSON  
ATA Ventures II, L.P. ("ATA II")  
CHECK THE APPROPRIATE BOX IF  
2 A MEMBER OF A GROUP\*  
(a)  (b)   
3 SEC USE ONLY  
CITIZENSHIP OR PLACE OF  
4 ORGANIZATION  
Delaware  
NUMBER OF 5 SOLE VOTING POWER  
SHARES -0-  
BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY -0-  
EACH 7 SOLE DISPOSITIVE POWER  
REPORTING -0-  
PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-  
AGGREGATE AMOUNT  
9 BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
-0-  
CHECK BOX IF THE AGGREGATE  
10 AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES\*   
PERCENT OF CLASS REPRESENTED  
11 BY AMOUNT IN ROW 9  
0.0%  
12 TYPE OF REPORTING PERSON\*  
PN

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1 NAME OF REPORTING PERSON  
ATA Affiliates Fund II, L.P. ("ATA  
Affiliates II")  
2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP\*  
(a)  (b)   
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Delaware  
5 NUMBER OF SOLE VOTING POWER  
SHARES -0-  
6 BENEFICIALLY OWNED BY SHARED VOTING POWER  
EACH REPORTING PERSON WITH  
7 SOLE DISPOSITIVE POWER  
8 SHARED DISPOSITIVE POWER  
-0-  
9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
-0-  
10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*   
11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9  
0.0%  
12 TYPE OF REPORTING PERSON\*  
PN

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1 NAME OF REPORTING PERSON  
 ATA Investment Fund II, L.P. ("ATA  
 Investment II")

2 CHECK THE APPROPRIATE BOX IF  
 A MEMBER OF A GROUP\*  
 (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
 ORGANIZATION  
 Delaware

NUMBER OF 5 SOLE VOTING POWER  
 SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER  
 OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER  
 WITH -0-

9 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON  
 -0-

10 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW 9  
 0.0%

12 TYPE OF REPORTING PERSON\*  
 PN

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1 NAME OF REPORTING PERSON  
 ATA Management II, LLC ("ATA II  
 GP")

2 CHECK THE APPROPRIATE BOX IF  
 A MEMBER OF A GROUP\*  
 (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
 ORGANIZATION  
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
 -0-

6 SHARED VOTING POWER  
 -0-

7 SOLE DISPOSITIVE POWER  
 -0-

8 SHARED DISPOSITIVE POWER  
 -0-

9 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON  
 -0-

10 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW 9  
 0.0%

12 TYPE OF REPORTING PERSON\*  
 OO

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1 NAME OF REPORTING PERSON  
T. Peter Thomas ("Thomas")  
CHECK THE APPROPRIATE BOX IF  
2 A MEMBER OF A GROUP\*  
(a)  (b)   
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
U.S. Citizen  
NUMBER OF 5 SOLE VOTING POWER  
-0-  
SHARES 6 SHARED VOTING POWER  
-0-  
BENEFICIALLY 7 SOLE DISPOSITIVE POWER  
-0-  
OWNED BY  
EACH  
REPORTING  
PERSON 8 SHARED DISPOSITIVE POWER  
-0-  
WITH  
9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
-0-  
10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*   
11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9  
0.0%  
12 TYPE OF REPORTING PERSON\*  
IN

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1 NAME OF REPORTING PERSON  
Michio Fujimura ("Fujimura")  
CHECK THE APPROPRIATE BOX IF  
2 A MEMBER OF A GROUP\*  
(a)  (b)   
3 SEC USE ONLY  
CITIZENSHIP OR PLACE OF  
4 ORGANIZATION  
Japanese Citizen  
NUMBER OF <sup>5</sup> SOLE VOTING POWER  
-0-  
SHARES <sup>6</sup> SHARED VOTING POWER  
-0-  
BENEFICIALLY <sup>7</sup> SOLE DISPOSITIVE POWER  
-0-  
OWNED BY  
EACH  
REPORTING  
PERSON <sup>8</sup> SHARED DISPOSITIVE POWER  
-0-  
WITH  
  
9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
-0-  
10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*   
11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9  
0.0%  
12 TYPE OF REPORTING PERSON\*  
IN



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1 NAME OF REPORTING PERSON  
Hatch Graham ("Graham")  
CHECK THE APPROPRIATE BOX IF  
2 A MEMBER OF A GROUP\*  
(a)  (b)  x  
3 SEC USE ONLY  
4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
U.S. Citizen  
NUMBER OF 5 SOLE VOTING POWER  
-0-  
SHARES 6 SHARED VOTING POWER  
-0-  
BENEFICIALLY 7 SOLE DISPOSITIVE POWER  
-0-  
OWNED BY  
EACH  
REPORTING  
PERSON 8 SHARED DISPOSITIVE POWER  
-0-  
WITH  
9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
-0-  
10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*   
11 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW 9  
0.0%  
12 TYPE OF REPORTING PERSON\*  
IN

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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by ATA Ventures II, L.P., a Delaware limited partnership (“ATA II”), ATA Affiliates Fund II, L.P., a Delaware limited partnership (“ATA Affiliates II”), ATA Investment Fund II, L.P. (“ATA Investment II”), a Delaware limited partnership, ATA Management II, LLC, a Delaware limited liability company (“ATA II GP”), T. Peter Thomas (“Thomas”), Michio Fujimura (“Fujimura”) and Hatch Graham (“Graham”). The foregoing entities and individuals are collectively referred to as the “Reporting Persons.” Only those items as to which there has been a change are included this Amendment No. 1.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.
- (b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.
- (ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

- (iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

- (iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:   x Yes

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 19, 2017

Entities:

ATA Ventures II, L.P., by its General Partner ATA Management II, LLC

ATA Affiliates Fund II, L.P., by its General Partner ATA Management II, LLC

ATA Investment Fund II, L.P., by its General Partner ATA Management II, LLC

By: /s/ T. Peter Thomas  
T. Peter Thomas, Managing Director

By: /s/ Michio Fujimura  
Michio Fujimura, Managing Director

By: /s/ Hatch Graham  
Hatch Graham, Managing Director

Individuals:

/s/ T. Peter Thomas

T. Peter Thomas

/s/ Michio Fujimura  
Michio Fujimura

/s/ Hatch Graham  
Hatch Graham

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for

other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on Sequentially Numbered Page</u>
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Exhibit A: Agreement of Joint Filing	12
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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Adesto Technologies Corporation shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: January 19, 2017

Entities:

ATA Ventures II, L.P., by its General Partner ATA Management II, LLC

ATA Affiliates Fund II, L.P., by its General Partner ATA Management II, LLC

ATA Investment Fund II, L.P., by its General Partner ATA Management II, LLC

By: /s/ T. Peter Thomas  
T. Peter Thomas, Managing Director

By: /s/ Michio Fujimura  
Michio Fujimura, Managing Director

By: /s/ Hatch Graham  
Hatch Graham, Managing Director

Individuals:

/s/ T. Peter Thomas  
T. Peter Thomas

/s/ Michio Fujimura  
Michio Fujimura

/s/ Hatch Graham  
Hatch Graham