

Modi Sohrab
Form 4
March 27, 2019

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 *
Modi Sohrab

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Strategy Officer

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

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2019

(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 Ownership (Instr. 4)
Common Stock	03/25/2019		A	(A) or (D) Amount 11,809 (1)	\$ 0 23,594	D	

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)

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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
Employee Stock Option (right to buy)	\$ 5.87	03/25/2019		A	9,634	(2) 03/25/2029	Common Stock	9,634

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Modi Sohrab
 C/O ADESTO TECHNOLOGIES CORPORATION
 3600 PETERSON WAY
 SANTA CLARA, CA 95054

Chief Strategy Officer

Signatures

/s/ Ron Shelton, as Attorney-in-Fact for Sohrab Modi

03/27/2019

__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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Common Stock upon settlement for no consideration. The RSUs will vest in equal quarterly installments over 4 years beginning on July 1, 2019, subject to the continued service of the Reporting Person through each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.

(2) The stock option will vest in equal quarterly installments over 4 years beginning on July 1, 2019, subject to the continued service of the Reporting Person through 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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