

ADESTO TECHNOLOGIES Corp
 Form 4
 November 03, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Andreev Alexei A

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)
 10/30/2015

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

C/O HARRIS & HARRIS GROUP, 1450 BROADWAY, 24TH FLOOR

(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

NEW YORK, NY 10018

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 10/30/2015 | | C | | 473,025 | A | \$ 0 (1) 673,025 | See footnote (2) |
| Common Stock | 10/30/2015 | | C | | 45,907 | A | \$ 0 (3) 718,932 | See footnote (2) |
| Common Stock | 10/30/2015 | | C | | 1,050,936 | A | \$ 0 (4) 1,769,868 | See footnote (2) |

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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)

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series A Preferred Stock | \$ 0 ⁽¹⁾ | 10/30/2015 | | C | 198,412 | ⁽¹⁾ ⁽¹⁾ | Common Stock 198,412 |
| Series B Preferred Stock | \$ 0 ⁽¹⁾ | 10/30/2015 | | C | 180,375 | ⁽¹⁾ ⁽¹⁾ | Common Stock 180,375 |
| Series C Preferred Stock | \$ 0 ⁽¹⁾ | 10/30/2015 | | C | 64,308 | ⁽¹⁾ ⁽¹⁾ | Common Stock 64,308 |
| Series D Preferred Stock | \$ 0 ⁽³⁾ | 10/30/2015 | | C | 44,438 | ⁽³⁾ ⁽³⁾ | Common Stock 45,907 |
| Series D-1 Preferred Stock | \$ 0 ⁽¹⁾ | 10/30/2015 | | C | 29,930 | ⁽¹⁾ ⁽¹⁾ | Common Stock 29,930 |
| Series E Preferred Stock | \$ 0 ⁽⁴⁾ | 10/30/2015 | | C | 106,326 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock 1,050,936 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Andreev Alexei A C/O HARRIS & HARRIS GROUP 1450 BROADWAY, 24TH FLOOR NEW YORK, NY 10018 | X | X | | |

HARRIS & HARRIS GROUP INC /NY/
1450 BROADWAY
FLOOR 24
NEW YORK, NY 10018

X

Signatures

| | |
|---|------------|
| /s/ Alexei Andreev by Ron Shelton, Attorney-in-Fact | 11/03/2015 |
| **Signature of Reporting Person | Date |
| /s/ Harris & Harris Group, Inc. by Ron Shelton, Attorney-in-Fact | 11/03/2015 |
| **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).
- In connection with the consummation of the Issuer's initial public offering on October 30, 2015, each share of Series A Preferred Stock,
- (1) Series B Preferred Stock, Series C Preferred Stock and Series D-1 Preferred Stock automatically converted into one (1) share of Common Stock for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
 - (2) The securities are held directly by Harris & Harris Group, Inc. ("Harris & Harris"). Mr. Andreev is an executive vice president and managing director of Harris & Harris.
- In connection with the consummation of the Issuer's initial public offering on October 30, 2015, each share of Series D Preferred Stock
- (3) automatically converted into 1.0330576 shares of Common Stock for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- In connection with the consummation of the Issuer's initial public offering on October 30, 2015, each share of Series E Preferred Stock
- (4) automatically converted into 9.8841 shares of Common Stock for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.

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.