

ADESTO TECHNOLOGIES Corp
 Form 4
 November 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 ARCH VENTURE FUND VI LP

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)
 8725 W HIGGINS RD, STE 290
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/30/2015

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

CHICAGO, IL 60631

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/30/2015		C		752,541	A	\$ 0 (1)
Common Stock	10/30/2015		C		73,034	A	\$ 0 (3)
Common Stock	10/30/2015		C		1,050,936	A	\$ 0 (4)

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

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 (9-02)

number.

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	315,656	⁽¹⁾ ⁽¹⁾	Common Stock 315,656
Series B Preferred Stock	\$ 0 ⁽¹⁾	10/30/2015		C	286,960	⁽¹⁾ ⁽¹⁾	Common Stock 286,960
Series C Preferred Stock	\$ 0 ⁽¹⁾	10/30/2015		C	102,309	⁽¹⁾ ⁽¹⁾	Common Stock 102,309
Series D Preferred Stock	\$ 0 ⁽³⁾	10/30/2015		C	70,697	⁽³⁾ ⁽³⁾	Common Stock 73,034
Series D-1 Preferred Stock	\$ 0 ⁽¹⁾	10/30/2015		C	47,616	⁽¹⁾ ⁽¹⁾	Common Stock 47,616
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
ARCH VENTURE FUND VI LP 8725 W HIGGINS RD STE 290 CHICAGO, IL 60631		X		
ARCH VENTURE PARTNERS VI LP C/O ARCH VENTURE PARTNERS 8725 W. HIGGINS RD #290 CHICAGO, IL 60631		X		

ARCH VENTURE PARTNERS VI LLC
 C/O ARCH VENTURE PARTNERS
 8725 W. HIGGINS RD #290
 CHICAGO, IL 60631 X

BYBEE CLINTON
 ARCH VENTURE PARTNERS
 8725 W HIGGINS RD STE 290
 CHICAGO, IL 60631 X

NELSEN ROBERT
 ARCH VENTURE PARTNERS
 8725 W HIGGINS RD STE 290
 CHICAGO, IL 60631 X

Signatures

/s/ Mark McDonnell as Attorney-in-Fact for Keith Crandell, as Managing Director of the general partner of the general partner of ARCH Venture Fund VI, L.P. 11/03/2015

__Signature of Reporting Person Date

/s/ Mark McDonnell as Attorney-in-Fact for Keith Crandell, as Managing Director of the general partner ARCH Venture Partners VI, L.P. 11/03/2015

__Signature of Reporting Person Date

/s/ Mark McDonnell as Attorney-in-Fact for Keith Crandell, as Managing Director of ARCH Venture Partners VI, LLC 11/03/2015

__Signature of Reporting Person Date

/s/ Mark McDonnell as Attorney-in-Fact for Clinton Bybee 11/03/2015

__Signature of Reporting Person Date

/s/ Mark McDonnell as Attorney-in-Fact for Robert Nelsen 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.

These shares are owned directly by ARCH Venture Fund VI, L.P. ("ARCH Fund VI"). The sole general partner of ARCH Fund VI is ARCH Venture Partners VI, L.P. ("ARCH Partners VI"). The sole general partner of ARCH Partners VI is ARCH Venture Partners VI, LLC ("ARCH VI LLC"). The Managing Directors of ARCH VI LLC, Robert T. Nelsen, Keith Crandell and Clinton Bybee, are deemed to have voting and dispositive power over the shares and may be deemed to beneficially own certain shares held by ARCH Fund VI. Mr. Crandell is a member of the Issuer's Board of Directors. Each of ARCH Partners VI, ARCH VI LLC and the Managing Directors disclaim beneficial ownership of these securities, except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that ARCH Partners VI, ARCH VI LLC and such Managing Directors are the beneficial owners of such securities for Section 16 or any other purpose.

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.

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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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