

ADESTO TECHNOLOGIES Corp
 Form 4
 November 10, 2016

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 *
Hollmer Shane

 (Last) (First) (Middle)
C/O ADESTO TECHNOLOGIES CORPORATION, 3600 PETERSON WAY
 (Street)
SANTA CLARA, CA 95054
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP, Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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)
Common Stock	10/30/2016		M ⁽¹⁾	40,134 A	\$ 0	90,369 ⁽²⁾	D
Common Stock	11/01/2016		S	18,759 ⁽³⁾ D	\$ 1.7346 ⁽⁴⁾	71,610	D

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

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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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁵⁾	10/30/2016		M	80,268 <u>(1)</u> <u>(2)</u>	⁽⁶⁾ <u> </u> ⁽⁶⁾ <u> </u>	Common Stock	80,268

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hollmer Shane C/O ADESTO TECHNOLOGIES CORPORATION 3600 PETERSON WAY SANTA CLARA, CA 95054			VP, Engineering	

Signatures

/s/ Shane Hollmer by Ron Shelton,
Attorney-in-Fact

11/10/2016

 Date

 **Signature of Reporting Person

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) Vesting and release of restricted stock units ("RSUs") granted to the Reporting Person on October 30, 2015 (the "October 2015 RSUs"). Includes the remaining 40,134 shares underlying the October 2015 RSUs, the grant of which was previously reported in Table II of a Form 4 filed by the Reporting Person on November 3, 2015. The October 2015 RSUs vested as to 50% of the RSUs on October 30, 2016, and thereafter will vest quarterly as to 12.5% of the total RSUs in equal installments. Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.
- (3) Represents the aggregate number of shares of the Issuer's common stock sold by the Reporting Person between November 1, 2016 and November 7, 2016 to cover taxes due upon the release and settlement of the RSU's. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (4) Represents the average sales price per share. The shares were sold at prices ranging from \$1.50 to \$2.00 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.

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- (5) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (6) 50% of the RSUs vested on October 30, 2016, and thereafter will vest quarterly as to 12.5% of the total RSUs in equal installments.
Shares of the Issuer's common stock will be delivered to the Reporting Person following vesting.

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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