

ADESTO TECHNOLOGIES Corp
 Form 4
 November 10, 2016

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 *
 SHELTON RON

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)
 10/30/2016

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

C/O ADESTO TECHNOLOGIES CORPORATION, 3600 PETERSON WAY

(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

SANTA CLARA, CA 95054

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/30/2016		M ⁽¹⁾		42,678	A	\$ 0
Common Stock	11/08/2016		P		15,000	A	\$ 1.9
					110,356		⁽²⁾

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

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SEC 1474 (9-02)

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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 ⁽³⁾	10/30/2016		M	85,356 (1) (2)	⁽⁴⁾ ⁽⁴⁾	Common Stock	85,356

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHELTON RON C/O ADESTO TECHNOLOGIES CORPORATION 3600 PETERSON WAY SANTA CLARA, CA 95054			Chief Financial Officer	

Signatures

/s/ Ron Shelton 11/10/2016

 **Signature of Date
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 42,678 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.
- (2) Each RSU represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- (3) 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.
- (4) 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. 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.