

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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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 *
HARRIS & HARRIS GROUP INC
/NY/

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)
1450 BROADWAY, FLOOR 24
 (Street)

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

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

NEW YORK, NY 10018

(City) (State) (Zip)

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

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
Common Stock	10/30/2015		C		45,907	A	\$ 0 (3) 718,932
Common Stock	10/30/2015		C		1,050,936	A	\$ 0 (4) 1,769,868

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)
				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
HARRIS & HARRIS GROUP INC /NY/ 1450 BROADWAY FLOOR 24 NEW YORK, NY 10018	X	X		
Andreev Alexei A C/O HARRIS & HARRIS GROUP 1450 BROADWAY, 24TH FLOOR NEW YORK, NY 10018	X	X		

Signatures

/s/ Harris & Harris Group, Inc. by Ron Shelton,
Attorney-in-Fact

11/03/2015

__Signature of Reporting Person

Date

/s/ Alexei Andreev 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, 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.

(1) The securities are held directly by Harris & Harris Group, Inc. ("Harris & Harris"). Alexei Andreev is an executive vice president and managing director of Harris & Harris and a director of the Issuer.

(2) In connection with the consummation of the Issuer's initial public offering on October 30, 2015, each share of Series D Preferred Stock 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.

(3) In connection with the consummation of the Issuer's initial public offering on October 30, 2015, each share of Series E Preferred Stock 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.

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