

Modi Sohrab
Form 3
November 13, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Modi Sohrab

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/01/2018

3. Issuer Name and Ticker or Trading Symbol

ADESTO TECHNOLOGIES Corp [IOTS]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

Chief Strategy Officer

C/O ADESTO
TECHNOLOGIES
CORPORATION,Â 3600
PETERSON WAY

(Street)

SANTA CLARA,Â CAÂ 95054

(City)

(State)

(Zip)

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock ⁽¹⁾

11,785

D

Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	09/17/2028	Common Stock	8,000	\$ 6.15	D	Â
Employee Stock Option (right to buy)	Â (3)	09/17/2028	Common Stock	26,515	\$ 6.15	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Modi Sohrab C/O ADESTO TECHNOLOGIES CORPORATION 3600 PETERSON WAY SANTA CLARA, CA 95054	Â	Â	Â Chief Strategy Officer	Â

Signatures

/s/ Sohrab Modi by Willow Yang,
Attorney-in-Fact

11/13/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each restricted stock unit ("RSU") represents a contingent right to receive one (1) share of the issuer's common stock upon settlement for no consideration. The RSUs will vest as to 25% of the total shares on 09/17/19, and will further vest in equal quarterly installments thereafter, with 100% of the RSUs vested on 09/17/22, subject to the Reporting Person's provision of service to the issuer on each vesting date. Shares of the issuer's common stock will be delivered to the Reporting Person following vesting.

(2) The stock option vests and becomes exercisable as to 100% of the total shares on 12/31/19, subject to the Reporting Person's provision of service to the issuer through such vesting date.

(3) The stock option vests and becomes exercisable as to 25% of the total shares on 09/17/19, with an additional 6.25% vesting in equal quarterly installments thereafter, with 100% of the total shares subject to the option vested on 09/17/22, subject to the Reporting Person's provision of service to the issuer on each vesting date

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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