

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 \*  
**APPLIED MATERIALS INC /DE**

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)  
**3050 BOWERS AVENUE**  
 (Street)

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

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

**SANTA CLARA, CA 95054**  
 (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		417,224	A	<u>(1)</u> 417,224	I	See footnote (2)
Common Stock	10/30/2015		C		40,491	A	<u>(3)</u> 457,715	I	See footnote (2)
Common Stock	10/30/2015		C		1,050,936	A	<u>(4)</u> 1,508,651	I	See footnote (2)

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

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(9-02)

**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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Series A Preferred Stock	(1)	10/30/2015		C		157,828	(1)	(1)	Common Stock 157,828
Series B Preferred Stock	(1)	10/30/2015		C		176,275	(1)	(1)	Common Stock 176,275
Series C Preferred Stock	(1)	10/30/2015		C		56,722	(1)	(1)	Common Stock 56,722
Series D Preferred Stock	(3)	10/30/2015		C		39,196	(3)	(3)	Common Stock 40,491
Series D-1 Preferred Stock	(1)	10/30/2015		C		26,399	(1)	(1)	Common Stock 26,399
Series E Preferred Stock	(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
APPLIED MATERIALS INC /DE 3050 BOWERS AVENUE SANTA CLARA, CA 95054		X		
Applied Ventures, LLC 3050 BOWERS AVE.		X		

SANTA CLARA, CA 95054

## Signatures

APPLIED MATERIALS, INC., By:/s/ Thomas F. Larkins, Name: Thomas F. Larkins, Title:  
Senior Vice President, General Counsel and Corporate Secretary

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 share of Common Stock, for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- (1) Series B Preferred Stock, Series C Preferred Stock and Series D-1 Preferred Stock automatically converted into one share of Common Stock, for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- (2) Shares are owned directly by Applied Ventures, LLC ("Ventures"), a wholly owned subsidiary of Applied Materials, Inc. ("Applied"). Applied is the indirect beneficial owner of the reported securities.

- In connection with the consummation of the Issuer's initial public offering, 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) 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, each share of Series E Preferred Stock automatically converted into 9.8841 shares of Common Stock, for no additional consideration, and has no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- (4) converted into 9.8841 shares of Common Stock, for no additional consideration, and has no expiration date. All shares of Common Stock issued upon conversion were aggregated.

### Remarks:

Exhibit 99.1 - Joint Filer Information, incorporated herein by reference.

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.