

ADESTO TECHNOLOGIES Corp

Form 3

October 26, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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 Andreev Alexei A

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/26/2015

3. Issuer Name **and** Ticker or Trading Symbol

ADESTO TECHNOLOGIES Corp [IOTS]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)C/O HARRIS & HARRIS
GROUP,Â 1450 BROADWAY,
24TH FLOOR

(Street)

NEW YORK,Â NYÂ 10018

(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)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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (1) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	198,412	\$ 0 (1)	I	See footnote (2)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	180,375	\$ 0 (1)	I	See footnote (2)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	64,308	\$ 0 (1)	I	See footnote (2)
Series D Preferred Stock	Â (3)	Â (3)	Common Stock	44,438	\$ 0 (3)	I	See footnote (2)
Series D-1 Preferred Stock	Â (1)	Â (1)	Common Stock	29,930	\$ 0 (1)	I	See footnote (2)
Series E Preferred Stock	Â (4)	Â (4)	Common Stock	106,326	\$ 0 (4)	I	See footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andreev Alexei A C/O HARRIS & HARRIS GROUP 1450 BROADWAY, 24TH FLOOR NEW YORK, NY 10018	Â X	Â X	Â	Â
HARRIS & HARRIS GROUP INC /NY/ 1450 BROADWAY FLOOR 24 NEW YORK, NY 10018	Â	Â X	Â	Â

Signatures

/s/ Alexei Andreev by Ron Shelton, Attorney-in-Fact	10/26/2015
__Signature of Reporting Person	Date
/s/ Harris & Harris Group, Inc. by Ron Shelton, Attorney-in-Fact	10/26/2015
__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).
- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D-1 Preferred Stock will be
- (1) automatically converted into one (1) share of Common Stock, for no additional consideration, immediately prior to the consummation of the Issuer's initial public offering, and has no expiration date.
- (2) The securities are held directly by Harris & Harris Group, Inc. ("Harris & Harris"). Mr. Andreev is an executive vice president and managing director of Harris & Harris.

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- (3) Each share of Series D Preferred Stock will be automatically converted into 1.0330576 shares of Common Stock, for no additional consideration, immediately prior to the consummation of the Issuer's initial public offering, and has no expiration date.
- (4) Each share of Series E Preferred Stock will be automatically converted into 9.8841 shares of Common Stock, for no additional consideration, immediately prior to the consummation of the Issuer's initial public offering, and has no expiration date.

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.