

ECHELON CORP  
Form 8-A12B/A  
June 29, 2018

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

**FORM 8-A/A**  
**AMENDMENT NO. 2**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**ECHELON CORPORATION**  
**(Exact name of Registrant as specified in its Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**77-0203595**  
**(I.R.S. Employer**  
**Identification Number)**

**2901 Patrick Henry Drive**

**Santa Clara, California**  
**(Address of principal executive offices)**

**95054**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Preferred Share Purchase Rights</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

### Explanatory Note

This Amendment No. 2 to Form 8-A amends and supplements the Form 8-A originally filed by Echelon Corporation, a Delaware corporation (the Company), on April 26, 2016, as amended on April 18, 2017 (the Form 8-A). Unless otherwise indicated, each capitalized term used but not defined in this amendment has the meaning assigned to such term in the Form 8-A.

#### Item 1. Description of Registrant's Securities to be Registered.

On June 28, 2018, the Board of Directors (the Board) of the Company approved an amendment (the Amendment) to the Tax Benefit Preservation Plan (the Plan), dated as of April 22, 2016, as amended on April 17, 2017, by and between the Company and Computershare Inc., as rights agent (the Rights Agent), to exclude Adesto Technologies Corporation, a Delaware corporation (Parent), and Circuit Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of Parent, from the definition of Acquiring Person provided under the Plan. On June 28, 2018, the Company and the Rights Agent executed the Amendment.

The foregoing description of the Amendment is only a summary, does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.3 and is incorporated herein by reference.

#### Item 2. Exhibits.

- 3.1 Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission (the SEC) on April 26, 2016).
- 4.1 Tax Benefit Preservation Plan, dated as of April 22, 2016 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the SEC on April 26, 2016).
- 4.2 First Amendment to Tax Benefit Preservation Plan, dated as of April 17, 2017, by and between the Company and the Rights Agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the SEC on April 18, 2017).
- 4.3 Second Amendment to Tax Benefit Preservation Plan, dated as of June 28, 2018, by and between the Company and the Rights Agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the SEC on June 29, 2018).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

**ECHELON CORPORATION**

By: /s/ C. Michael Marszewski  
C. Michael Marszewski  
Vice President and Chief Financial  
Officer

Dated: June 29, 2018