

ADESTO TECHNOLOGIES Corp
 Form 3
 October 26, 2015

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Andreev Alexei A</p> <p>(Last) (First) (Middle)</p> <p>C/O HARRIS & HARRIS GROUP,Â 1450 BROADWAY, 24TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10018</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/26/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ADESTO TECHNOLOGIES Corp [IOTS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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).

(1) Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D-1 Preferred Stock will be 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.