

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)

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

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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)**

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

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

## Reporting Owners

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

## Signatures

/s/ Harris & Harris Group, Inc. by Ron Shelton,  
Attorney-in-Fact 10/26/2015

\_\_Signature of Reporting Person Date

/s/ Alexei Andreev 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"). Alexei Andreev is an executive vice president and managing director of Harris & Harris and a director of the Issuer.

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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.