

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 and Ticker or Trading Symbol | |
| Â APPLIED MATERIALS INC /DE | | | (Month/Day/Year) | | ADESTO TECHNOLOGIES Corp [IOTS] | |
| (Last) | (First) | (Middle) | 10/26/2015 | | | |
| 3050 BOWERS AVENUE | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | (Check all applicable) | |
| SANTA CLARA, Â CA Â 95054 | | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|----------------------------|-------|-------|--------------|---------|--------|-------|------------------|
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 157,828 | \$ (1) | I (2) | See Footnote (2) |
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 176,275 | \$ (1) | I (2) | See Footnote (2) |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 56,722 | \$ (1) | I (2) | See Footnote (2) |
| Series D Preferred Stock | Â (3) | Â (3) | Common Stock | 39,196 | \$ (3) | I (2) | See Footnote (2) |
| Series D-1 Preferred Stock | Â (1) | Â (1) | Common Stock | 26,399 | \$ (1) | I (2) | See Footnote (2) |
| Series E Preferred Stock | Â (4) | Â (4) | Common Stock | 106,326 | \$ (4) | I (2) | See Footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| APPLIED MATERIALS INC /DE 3050 BOWERS AVENUE SANTA CLARA, CA 95054 | Â | Â X | Â | Â |
| Applied Ventures, LLC 3050 BOWERS AVE. SANTA CLARA, CA 95054 | Â | Â X | Â | Â |

Signatures

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

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 share of Common Stock, for no additional consideration, immediately prior to the consummation of the initial public offering of the Issuer, and has no expiration date.
 - (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.
 - (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.

Â

Remarks:

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

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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.