

ADESTO TECHNOLOGIES Corp

Form 3

October 26, 2015

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
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 APPLIED MATERIALS INC
/DE

(Last) (First) (Middle)

3050 BOWERS AVENUE

(Street)

SANTA CLARA,Â CAÂ 95054

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/26/20153. Issuer Name **and** Ticker or Trading Symbol

ADESTO TECHNOLOGIES Corp [IOTS]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting
Person_X_ 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 Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(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.

Edgar Filing: ADESTO TECHNOLOGIES Corp - Form 3

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.