

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

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ADESTO TECHNOLOGIES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

16-1755067
(I.R.S. Employer
Identification No.)

**3600 Peterson Way, Santa Clara, CA 95054
(408) 400-0578**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Narbeh Derhacobian
President and Chief Executive Officer
Adesto Technologies Corporation
3600 Peterson Way, Santa Clara, CA, 95054
(408) 400-0578**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Mark A. Leahy, Esq.
William L. Hughes, Esq.**
Fenwick & West LLP
801 California Street
Mountain View, California 94041
(650) 988-8500

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: (Registration No. 333-224790)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earliest effective registration statement for the same offering:

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I. D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee (3)
Common stock, par value \$0.0001 per share			\$ 6,230,000	\$ 776.00

- (1) Represents the aggregate offering price of shares that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-3 (Registration No. 333-224790) (the "Prior Registration Statement").
- (2) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the Prior Registration Statement is hereby registered.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act of 1933.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-3 (Registration No. 333-224790), which was declared effective by the Commission on June 27, 2018, and is being filed solely for the purpose of registering an additional \$6,230,000 of shares of the Registrant's common stock.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description
5.1	<u>Opinion of Fenwick & West LLP</u>
23.1	<u>Consent of BPM LLP, independent registered public accounting firm</u>
23.2	<u>Consent of BPM LLP, independent registered public accounting firm</u>
23.3	<u>Consent of Armanino LLP, independent registered public accounting firm</u>
23.4	<u>Consent of Fenwick & West LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (incorporated by reference to Exhibit 24.1 to the Form 8-K filed by the Company with the Commission on July 9, 2018)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, Santa Clara, California, on this 10th day of July, 2018.

ADESTO TECHNOLOGIES CORPORATION

By: /s/ Narbeh Derhacobian
Narbeh Derhacobian
Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Narbeh Derhacobian</u> Narbeh Derhacobian	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 10, 2018
<u>/s/ Ron Shelton</u> Ron Shelton	Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	July 10, 2018
<u>*</u> Nelson Chan	Chairman of the Board of Directors	July 10, 2018
<u>*</u> Keith Crandell	Director	July 10, 2018
<u>*</u> Francis Lee	Director	July 10, 2018
<u>*</u> Kevin Palatnik	Director	July 10, 2018

*By: /s/ Ron Shelton
Ron Shelton
Attorney-in-fact



July 10, 2018

Adesto Technologies Corporation
3600 Peterson Way
Santa Clara, CA 95054

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the offering by Adesto Technologies Corporation, a Delaware corporation (the “*Company*”), of an indeterminate number of shares of common stock of the Company (the “*Shares*”) with an aggregate offering price not to exceed \$6,230,000, pursuant to a Registration Statement on Form S-3 (the “*Registration Statement*”) to be filed by the Company with the Securities and Exchange Commission (the “*Commission*”) pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”).

In connection with our opinion expressed below we have examined originals or copies of the Company’s certificate of incorporation and bylaws, the Registration Statement, together with the Exhibits filed as a part thereof and all other documents incorporated therein by reference, the preliminary prospectus and preliminary prospectus supplements prepared in connection with the Registration Statement (collectively, the “*Prospectus*”), certain corporate proceedings of the Company’s board of directors (the “*Board*”) or a committee or committees of the Board and the Company’s stockholders relating to the Registration Statement, the Company’s current certificate of incorporation and bylaws, and such other agreements, documents, certificates and statements of the Company, its transfer agent and public or government officials, as we have deemed advisable, and have examined such questions of law as we have considered necessary.

We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures on documents submitted to us, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing same, the absence of any undisclosed termination, modification, waiver or amendment to any document reviewed by us, the absence of any other extrinsic agreements or documents that might change or affect the interpretation or terms of documents we have reviewed, and the due authorization, execution and delivery of all such documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof. In giving our opinion, we have also relied upon a good standing certificate regarding the Company issued by the Delaware Secretary of State dated July 10, 2018 and representations made to us by the Company, including representations that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

July 10, 2018

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We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than the existing Delaware General Corporation Law.

In connection with our opinions expressed below, we have assumed that, (i) at or prior to the time of the issuance and delivery of any of the Shares, there will not have occurred any change in the law or the facts affecting the validity of the Shares, any change in actions of the Board or the Company's stockholders, or any amendments to the Company's current certificate of incorporation and bylaws, and (ii) at the time of the offer, issuance and sale of any Shares, no stop order suspending the Registration Statement's effectiveness will have been issued and remain in effect, and that the Registration Statement will not have been modified or rescinded. We also have assumed that the issuance and delivery of the Shares subsequent to the date hereof and the compliance by the Company with the terms of such Shares will not result in a violation of the Company's current certificate of incorporation or any provision of any instrument or agreement then binding upon the Company or any restriction imposed by any court or governmental body then having jurisdiction over the Company.

Based upon, and subject to, the foregoing, it is our opinion that when the Shares are issued, sold and delivered in the manner and for the consideration stated in the Registration Statement, the Prospectus and the resolutions adopted by the Board referenced above, such Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus and any amendments or supplements thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks, only as of the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify the opinion expressed herein.

[Signature Follows on Next Page]

Very truly yours,

/s/ Fenwick & West LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated March 13, 2018, relating to the consolidated financial statements of Adesto Technologies Corporation, which appears in the Annual Report on Form 10-K of Adesto Technologies Corporation for the year ended December 31, 2017. We also consent to the reference of our firm under the heading "Experts" in such Registration Statement.

/s/ BPM LLP

San Jose, California

July 10, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated June 26, 2018, relating to the consolidated statement of assets acquired and liabilities assumed and related notes of S3 Asic Semiconductors Limited as of May 9, 2018, which appears in the Current Report on Form 8-K/A of Adesto Technologies Corporation dated May 9, 2018.

/s/ BPM LLP

San Jose, California
July 10, 2018

Consent of Armanino LLP, Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 of Adesto Technologies Corporation of our report dated March 27, 2018, relating to the consolidated financial statements of Echelon Corporation, which appears in the Current Report on Form 8-K of Adesto Technologies Corporation dated July 9, 2018. We also consent to the reference to us under the caption "Experts".

/s/ARMANINO LLP

San Jose, California
July 9, 2018
