

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

FORM S-8

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)  
**3600 Peterson Way, Santa Clara, CA**  
(Address of Principal Executive  
Offices)

**16-1755067**  
(I.R.S. Employer  
Identification No.)  
**95054**  
(Zip Code)

**2015 Equity Incentive Plan**  
**2015 Employee Stock Purchase Plan**  
(Full title of the plans)

**Narbeh Derhacbian**  
**President and Chief Executive Officer**  
**Adesto Technologies Corporation**  
**3600 Peterson Way, Santa Clara, CA, 95054**  
(Name and address of agent for service)

**(408) 400-0578**  
(Telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

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

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 definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)  
Emerging growth company

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 Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	1,177,683 (2)	\$6.03 (3)	\$7,101,428.49 (3)	\$860.70 (3)
Common Stock, \$0.0001 par value per share	294,421 (4)	\$5.13 (5)	\$1,510,379.73 (5)	\$183.06 (5)
<b>TOTAL</b>	<b>1,472,104</b>	<b>N/A</b>	<b>\$8,611,808.22</b>	<b>\$1,043.76</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents additional shares of Registrant’s common stock automatically reserved and available for issuance under the 2015 Equity Incentive Plan resulting from the annual 4% increase (calculated by reference to the total outstanding shares of Registrant’s common stock as of the immediately preceding December 31) in the number of shares reserved and available for issuance, effective January 1, 2019.
- (3) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for purposes of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Capital Market on March 8, 2019.
- (4) Represents additional shares of Registrant’s common stock automatically reserved and available for issuance under the 2015 Employee Stock Purchase Plan (the “*ESPP*”) resulting from the annual 1% increase (calculated by reference to the total outstanding shares of Registrant’s common stock as of the immediately preceding December 31) in the number of shares reserved and available for issuance, effective January 1, 2019.
- (5) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for purposes of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Capital Market on March 8, 2019. Under the ESPP, the purchase price of a share of common stock is equal to 85% of the fair market value of the common stock on the offering date (i.e., the first business day of a six-month offering period) or the purchase date (i.e., the last business day of a six-month purchase period), whichever is less.

**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Adesto Technologies Corporation (the “*Registrant*”) is filing this Registration Statement with the Securities and Exchange Commission (the “*Commission*”) to register 1,177,683 additional shares of Common Stock under the Registrant’s 2015 Equity Incentive Plan and 294,421 additional shares of Common Stock under the Registrant’s 2015 Employee Stock Purchase Plan, pursuant to the provisions of those plans providing for an automatic increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statements on Form S-8 filed with the Commission on October 27, 2015 (Registration No. 333-207630), March 23, 2017 (Registration No. 333-216904) and August 10, 2018 (Registration No. 333-226755). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

**PART II**

**Information Required in the Registration Statement**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission pursuant to the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on March 18, 2019;
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- (c) the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (Registration No. 001-37582) filed with the Commission on October 5, 2015 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement.

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**Item 8.01 Exhibits**

The following exhibits are filed herewith:

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>				<b>Filed Herewith</b>
		<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>	
3.1	<a href="#">Restated Certificate of Incorporation.</a>	S-1/A	333-206940	3.02	10/5/2015	
3.2	<a href="#">Amended and Restated Bylaws.</a>	S-1/A	333-206940	3.04	10/5/2015	
5.1	<a href="#">Opinion and Consent of Fenwick &amp; West LLP.</a>					X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>					X
23.2	<a href="#">Consent of Fenwick &amp; West LLP (contained in Exhibit 5.1).</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>					X
99.1	<a href="#">2015 Equity Incentive Plan and forms of equity awards.</a>	S-1/A	333-206940	10.03	10/5/2015	
99.2	<a href="#">2015 Employee Stock Purchase Plan.</a>	S-1/A	333-206940	10.04	10/5/2015	

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## 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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 5th day of April, 2019.

### Adesto Technologies Corporation

By: /s/ Narbeh Derhacobian

**Narbeh Derhacobian**  
**President and Chief Executive Officer**

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Narbeh Derhacobian and Ron Shelton, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant 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>	April 5, 2019
<u>/s/ Ron Shelton</u> Ron Shelton	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	April 5, 2019
<u>/s/ Nelson Chan</u> Nelson Chan	Director	April 5, 2019
<u>/s/ Keith Crandell</u> Keith Crandell	Director	April 5, 2019
<u>/s/ Francis Lee</u> Francis Lee	Director	April 5, 2019
<u>/s/ Kevin Palatnik</u> Kevin Palatnik	Director	April 5, 2019

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555 CALIFORNIA STREET, 12TH FLOOR SAN FRANCISCO, CA 94104  
TEL: 415.875.2300 FAX: 415.281.1350 WWW.FENWICK.COM

April 5, 2019

Adesto Technologies Corporation  
3600 Peterson Way  
Santa Clara, CA 95054

Ladies and Gentlemen:

At your request, as your counsel, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Adesto Technologies Corporation, a Delaware corporation (the "**Company**") with the Securities and Exchange Commission (the "**Commission**") on or about April 5, 2019 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 1,472,104 shares (the "**Shares**") of the Company's Common Stock, \$0.0001 par value per share (the "**Common Stock**"), subject to issuance by the Company (a) upon the exercise or settlement of awards (including awards of stock options, restricted stock, stock bonuses, stock appreciation rights, restricted stock units and/or performance shares) granted or to be granted under the 2015 Equity Incentive Plan, as amended to date (the "**Equity Plan**") and (b) pursuant to purchase rights granted or to be granted under the Company's 2015 Employee Stock Purchase Plan, as amended to date (the "**Purchase Plan**"). The Equity Plan and the Purchase Plan are each individually referred to herein as a "**Plan**" and collectively as the "**Plans**".

At your request we are providing this letter to express our opinion on the matters set forth below in this letter ("**our opinion**").

In connection with our opinion, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of: the Company's current Certificate of Incorporation and Bylaws, as amended (collectively, the "**Charter Documents**"), the Plans, the Registration Statement and the exhibits thereto; certain corporate proceedings of the Company's Board of Directors (the "**Board**"), and the Company's stockholders relating to adoption or approval of the Charter Documents, the Plans, the reservation of the Shares for sale and issuance, the filing of the Registration Statement and the registration of the Shares under the Securities Act and documents (including a certificate from the Company's transfer agent) regarding the Company's outstanding and reserved capital stock and other securities and such other documents as we have deemed advisable, and we have examined such questions of law as we have considered necessary.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the genuineness of signatures on documents reviewed by us, the conformity to originals and the completeness of all documents submitted to us as copies, the legal capacity of all parties executing any documents (other than the Company), the lack of any undisclosed termination or modification or waiver of any document, the absence of any extrinsic agreements or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents

by each party thereto other than the Company. We have also assumed that any certificates or instruments representing the Shares, when issued, will be executed by the Company by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a Certificate of Good Standing dated April 5, 2019, issued by the Delaware Secretary of State (with respect to the Company) and representations and certifications made to us by the Company, including without limitation representations in a Management Certificate addressed to us of even date herewith 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.

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. We express no opinion with respect to the securities or “blue sky” laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that when 1,472,104 Shares of Common Stock that may be issued and sold by the Company (a) upon the exercise of stock options and the settlement of restricted stock units granted or to be granted under the Equity Plan and (b) pursuant to purchase rights granted or to be granted under the Purchase Plan, have been issued and sold by the Company against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including without limitation payment and authorization provisions) of the applicable Plan and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

*[Remainder of the Page Intentionally Left Blank]*

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 prospectuses constituting a part thereof and any amendments 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 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 any of the opinions expressed herein.

Very truly yours,

**FENWICK & WEST LLP**

/s/ Fenwick & West LLP

[SIGNATURE PAGE TO OPINION]

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 18, 2019, 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, 2018.

/s/ BPM LLP

San Jose, California

April 5, 2019

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