## Edgar Filing: Modi Sohrab - Form 4

Modi Sohrab											
Form 4											
September 17	7, 2018										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL				
	UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287			
Check this if no long	F CHANGES IN BENEFICIAL OWNERSHI SECURITIES						Expires:	January 31,			
subject to Section 10						NERSHIP OF	Estimated a burden hou	rs per			
Form 4 or Form 5		novont to (	Section 1	f(a) of the	o Cooumiti	a Er	ahana	ha h at af 1024	response	response 0.5	
obligation							•	ge Act of 1934, f 1935 or Sectio	n		
may conti	nue.			•	Company				11		
See Instru 1(b).	ction	50(11)	of the fit	vestillent	Company	Act	01 19-	+0			
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Modi Sohrab			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5	5. Relationship of Reporting Person(s) to Issuer			
			ECHELON CORP [ELON]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction				••		
			(Month/Day/Year)					Director 10% Owner X Officer (give title Other (specify			
2901 PATRI	CK HENRY D	RIVE	09/14/20	)18				below)	below) VP and CTO	er (speeny	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line)			
SANTA CLA	ARA, CA 95054	4						_X_ Form filed by 0 Form filed by N Person			
								1 613011			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security				on Date, if Transaction(A) or Disposed of			Securities	6. Ownership Form: Direct	Indirect		
(Instr. 3)		Code (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
						(A)		Reported Transaction(s)	(11011.1)	(11041.1)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	09/14/2018			D	11,621		<u>(1)</u>	0	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	orDeriv Secu Acqu or Di (D)	rities hired (A) sposed of c. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Performance Shares	<u>(2)</u>	09/14/2018		D		10,500	(3)	09/28/2018	Common Stock	10,50
Performance Shares	(2)	09/14/2018		D		13,182	<u>(3)</u>	03/15/2019	Common Stock	13,18
Restricted Stock Units	<u>(4)</u>	09/14/2018		D		30,000	(5)	09/20/2019	Common Stock	30,00
Employee Stock Option (Right to buy)	\$ 5.22	09/14/2018		D		21,000	<u>(6)</u>	09/28/2026	Common Stock	21,00

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Modi Sohrab 2901 PATRICK HENRY DRIVE			SVP and				
SANTA CLARA, CA 95054			СТО				
Signatures							
/s/ Marsha Larsen Attorney-in-Fact fo	or Sohrah						

/s/ Marsha Larsen, Auorney-In-Fact for Sonrad 09/17/2018 Modi \*\*Signature of Reporting Person Date

# **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(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).

Disposed of pursuant to that certain Agreement and Plan of Merger between the Issuer, Adesto Technologies Corporation and Circuit (1) Acquisition Corporation, dated as of June 28, 2018 (the "Merger Agreement"), in exchange for a cash payment of \$8.50 per share without interest thereon (the "Merger Consideration").

(2) Each performance share represents the right to receive one share of the Issuer's Common Stock.

- The performance shares were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to the Merger (3) Consideration multiplied by the number of disposed performance shares.
- Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's Common Stock. (4)

(5)

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The RSUs were cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to the Merger Consideration multiplied by the number of disposed RSUs.

(6) The option was cancelled pursuant to the Merger Agreement, in exchange for a cash payment equal to (x) the difference between the Merger Consideration and the per share exercise price of the option, multiplied by (y) the number of disposed option shares.

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.