

NATURE OF THE ACTION

1
2 1. Plaintiff brings this action against Adesto Technologies Corporation (“Adesto” or the
3 “Company”) and the members of Adesto’s Board of Directors (the “Board” or the “Individual
4 Defendants”) for their violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934
5 (the “Exchange Act”), 15 U.S.C. §§ 78n(a), 78t(a), and U.S. Securities and Exchange Commission
6 (“SEC”) Rule 14a-9, 17 C.F.R. § 240.14a-9, arising out of the Company’s proposed acquisition by
7 Dialog Semiconductor plc (“Dialog”) through Dialog’s subsidiary Azara Acquisition Corp. (the
8 “Proposed Transaction”).
9

10 2. On February 20, 2020, the Company announced it had entered into an Agreement and
11 Plan of Merger (the “Merger Agreement”) pursuant to which each holder of Adesto common stock
12 will receive \$12.55 in cash for each share of Adesto common stock they own. The Proposed
13 Transaction is valued at approximately \$500 million.
14

15 3. On March 27, 2020, Adesto filed a Definitive Proxy Statement on Schedule 14A (the
16 “Proxy”) with the SEC. The Proxy is materially deficient and misleading because, *inter alia*, it fails
17 to disclose material information regarding the data and inputs underlying the valuation analyses
18 performed by the Company’s financial advisor, Cowen and Company, LLC (“Cowen”), in connection
19 with the rendering of its fairness opinion, and potential conflicts of interest faced by Cowen.
20 Accordingly, without additional information the Proxy is materially misleading in violation of federal
21 securities laws.
22

23 4. The stockholder vote to approve the Proposed Transaction is forthcoming. Under the
24 Merger Agreement, following a successful stockholder vote, the Proposed Transaction will be
25 consummated. For these reasons and as set forth in detail herein, Plaintiff seeks to enjoin defendants
26 from conducting the stockholder vote on the Proposed Transaction unless and until the material
27 information discussed below is disclosed to the holders of Company common stock, or, in the event
28

1 the Proposed Transaction is consummated, to recover damages resulting from the defendants'
2 violations of the Exchange Act.

3 **JURISDICTION AND VENUE**

4 5. This Court has jurisdiction over the claims asserted herein for violations of Sections
5 14(a) and 20(a) of the Exchange Act and Rule 14a-9 promulgated thereunder pursuant to Section 27
6 of the Exchange Act, 15 U.S.C. § 78aa, and 28 U.S.C. §1331 (federal question jurisdiction).

7
8 6. The Court has jurisdiction over defendants because each defendant is either a
9 corporation that conducts business in and maintains operations in this District, or is an individual who
10 has sufficient minimum contacts with this District so as to render the exercise of jurisdiction by this
11 Court permissible under traditional notions of fair play and substantial justice.

12 7. Venue is proper in this District under Section 27 of the Exchange Act, 15 U.S.C. §
13 78aa, as well as under 28 U.S.C. § 1391 because: (i) the Company's principal executive offices are
14 located in this District; (ii) one or more of the defendants either resides in or maintains executive
15 offices in this District; and (iii) defendants have received substantial compensation in this District by
16 doing business here and engaging in numerous activities that had an effect in this District.
17

18 **THE PARTIES**

19 8. Plaintiff is, and has been at all times relevant hereto, a continuous stockholder of
20 Adesto.

21 9. Defendant Adesto is a Delaware corporation, with its principal executive offices
22 located at 3600 Peterson Way, Santa Clara, California 95054. Adesto's common stock trades on the
23 NASDAQ Global Select Market under the ticker symbol "IOTS."

24
25 10. Defendant Nelson Chan ("Chan") has served as Chairman of the Board since June
26 2017 and a director of the Company since September 2010.
27
28

1 11. Defendant Narbeh Derhacobian (“Derhacobian”) is a co-founder of the Company and
2 has served as President, Chief Executive Officer (“CEO”) and a director of the Company since
3 January 2006.

4 12. Defendant Hervé Fages (“Fages”) has served as a director of the Company since
5 August 2019.

6 13. Defendant Francis Lee (“Lee”) has served as a director of the Company since July
7 2015.

8 14. Defendant Kevin Palatnik (“Palatnik”) has served as a director of the Company since
9 September 2015.

10 15. Defendant Susan Uthayakumar (“Uthayakumar”) has served as a director of the
11 Company since August 2019.

12 16. Defendants identified in paragraphs 10-15 are referred to herein as the “Board” or the
13 “Individual Defendants.”

14 17. Relevant non-party Dialog is a leading provider of integrated circuits that powers the
15 Internet of Things (“IoT”) and Industry 4.0 applications. Dialog’s business ranges from making
16 smartphones more power efficient and shortening charging times, enabling home appliances to be
17 controlled from anywhere, to connecting the next generation of wearable devices.
18
19

20 **SUBSTANTIVE ALLEGATIONS**

21 **Background of the Company and Proposed Transaction**

22 18. Adesto is incorporated in Delaware and headquartered in Santa Clara, California. The
23 Company is a leading provider of innovative, application-specific semiconductors and embedded
24 systems that provide the key building blocks of IoT edge devices operating on networks worldwide.
25 Through the Company’s acquisitions of S3 Asic Semiconductors Limited in May 2018 and Echelon
26
27
28

1 Corporation in September 2018, the Company offers a broad array of semiconductor and embedded
2 systems products that provide powerful advantages to IoT customers.

3 19. On November 5, 2019, Adesto announced its third quarter 2019 financial results,
4 including record Company revenue of \$32 million, representing a 46.1% increase from \$21.9 million
5 in the third quarter of 2018 and a 6.2% increase from \$30.2 million in the previous quarter. GAAP
6 gross margin in the third quarter was 50.7%, compared to 43.7% in the third quarter of 2018 and
7 47.9% in the prior quarter. Non-GAAP gross margin for the third quarter was 51.0%, compared to
8 45.7% in the third quarter of 2018 and 48.1% in the previous quarter.

10 20. The Company also reported its 10th consecutive quarter of positive adjusted EBITDA.
11 Adjusted EBITDA was \$3.1 million, compared to \$0.5 million in the third quarter of 2018 and \$0.9
12 million in the second quarter of 2019. Defendant Derhacobian commented on the positive results,
13 stating:

14 We set new records for revenue, gross margin and adjusted EBITDA, while also
15 achieving non-GAAP profitability. We continued to strengthen our position in the
16 industrial market and also advanced engagements with our tier-one consumer
17 customers across portable computing, wearables and smart home applications.

18 In summary, we're delivering record results and maintaining our 30% growth outlook
19 for 2H 2019 over 2H 2018. With expanded revenue streams, increasing profitability
20 and a strong balance sheet, the Company is well positioned to drive future growth and
21 shareholder value.

22 21. On February 6, 2020, Adesto and Dialog issued a joint press release announcing the
23 Proposed Transaction. The press release states, in relevant part:

24 LONDON, Feb. 20, 2020 -- Dialog Semiconductor plc (XETRA:DLG), a leading
25 provider of power management, charging, AC/DC power conversion, Wi-Fi and
26 Bluetooth® low energy technology, and Adesto Technologies Corporation ("Adesto")
27 (NASDAQ:IOTS), a leading provider of innovative custom integrated circuits (ICs)
28 and embedded systems for the Industrial Internet of Things (IIoT) market, today
announced they have signed a definitive agreement for Dialog to acquire all
outstanding shares of Adesto.

Adesto accelerates Dialog's expansion into the growing IIoT market that enables smart
buildings and industrial automation (Industry 4.0), seamlessly driving cloud

1 connectivity. Headquartered in Santa Clara, California, Adesto has approximately 270
2 employees and an established portfolio of industrial solutions for smart building
3 automation that fully complements Dialog’s manufacturing automation products.
Adesto’s solutions are sold across the industrial, consumer, medical, and
communications markets.

4 “This acquisition substantially enhances our position in the Industrial IoT market,”
5 said Jalal Bagherli, CEO of Dialog. “Adesto’s established strength in connectivity
6 solutions and highly optimized products for building and industrial automation
7 perfectly complements and adds scale to our Industrial IoT portfolio from the recently
8 acquired Creative Chips. Adesto’s deep customer relationships, comprehensive
system expertise, and proprietary technology will deliver enhanced value for Dialog
customers.”

9 “Together with Dialog, we are positioned to create unique Industrial IoT solutions
10 through the integration of our best-in-class technologies for today’s increasingly
11 connected world,” added Adesto’s CEO, Narbeh Derhacobian. “We are extremely
pleased to join Dialog to bring more value to our combined customer base.”

12 ***

13 **Transaction Structure and Terms**

14 Dialog will acquire Adesto for \$12.55 per share in cash, or for approximately \$500
15 million enterprise value. The deal will be funded from Dialog’s balance sheet.

16 The transaction is expected to be EPS accretive for Dialog within the first calendar
17 year following close. Dialog expects annual cost synergies of approximately \$20
18 million within the first calendar year of close across the combined company. Dialog
19 also anticipates considerable additional revenue synergies given the complementary
nature of the product portfolios and technology. Adesto expects to report FY 2019
revenue of approximately \$118 million and continued revenue growth is anticipated
over the next few years.

20 The transaction is subject to certain regulatory approvals and customary closing
21 conditions and is expected to close in the third quarter of 2020.

22 **The Proxy Misleads Adesto Stockholders by Omitting Material Information**

23 22. On March 27, 2020, defendants filed the materially misleading and incomplete Proxy
24 with the SEC. Designed to convince the Company’s stockholders to vote in favor of the Proposed
25 Transaction, the Proxy is rendered misleading by the omission of critical information concerning the
26 data and inputs underlying the valuation analyses performed by the Company’s financial advisor,
27 Cowen in connection with the rendering of its fairness opinion, and potential conflicts of interest
28

1 faced by Cowen.

2 23. The Proxy describes Cowen’s fairness opinion and the various valuation analyses
3 performed in support of its opinion. However, the description of Cowen’s fairness opinion and
4 analyses fails to include key inputs and assumptions underlying these analyses. Without this
5 information, as described below, Adesto’s public stockholders are unable to fully understand these
6 analyses and, thus, are unable to determine what weight, if any, to place on Cowen’s fairness opinion
7 in determining whether to vote in favor of the Proposed Transaction.
8

9 24. With respect to Cowen’s *Discounted Cash Flow Analyses*, the Proxy fails to disclose:
10 (i) the terminal value of the Company; (ii) the Company’s estimated federal and state net operating
11 loss carryforwards; and (iii) the inputs and assumptions underlying the discount rates ranging from
12 13.5% to 15.5%.

13 25. With respect to Cowen’s *Analysis of Selected Publicly Traded Companies*, the Proxy
14 fails to disclose: (i) the individual multiples and financial metrics for each of the companies analyzed
15 by Cowen; and (ii) the Company’s non-GAAP earnings per share (“EPS”) for CY2020E.
16

17 26. With respect to Cowen’s *Analysis of Selected Transactions*, the Proxy fails to disclose:
18 (i) the individual multiples and financial metrics for each of the transactions analyzed by Cowen; and
19 (ii) the Company’s LTM revenue, NTM revenue, NTM Adjusted EBITDA, and NTM non-GAAP
20 EPS.
21

22 27. The omission of this information renders certain portions of the Proxy materially
23 misleading, including, inter alia, the following sections of the Proxy: “Certain Unaudited Prospective
24 Financial Information Prepared by Adesto or Used at Adesto’s Direction” and “Opinion of Adesto’s
25 Financial Advisor.”

26 28. The Proxy also fails to disclose material information concerning the potential conflicts
27 of interest faced by the Company’s financial advisor Cowen.
28

1 29. For example, the Proxy sets forth:

2 As the Board was aware, Cowen and its affiliates in the past have provided, and in the
3 future may provide, commercial and investment banking services to Adesto and
4 Dialog unrelated to the Merger, for which services Cowen and its affiliates have
5 received *and would expect to receive compensation*, including, during the two years
6 preceding the date of Cowen's opinion, serving as the lead-left bookrunning
7 underwriter for Adesto in an equity offering in July 2018 and the sole initial purchaser
8 for Adesto in a convertible note offering in September 2019, for which Cowen has
9 received aggregate fees in the amount of approximately \$3.7 million, as well as
10 serving as the exclusive financial advisor to Dialog in connection with Dialog's
11 acquisitions of the Mobile Communications business of Silicon Motion Technology
12 Corp. in June 2019 and Creative Chips GmbH in October 2019, for which Cowen has
13 received approximately \$1.1 million in fees.

14 Proxy at 54 (emphasis added). The Proxy, however, fails to disclose the fees Cowen still expects to
15 receive in connection with the services it has performed for Dialog.

16 30. Full disclosure of investment banker compensation and all potential conflicts is
17 required due to the central role played by investment banks in the evaluation, exploration, selection,
18 and implementation of strategic alternatives.

19 31. The omission of this material information renders certain portions of the Proxy
20 materially misleading, including the following section of the Proxy: "Opinion of Adesto's Financial
21 Advisor."

22 32. Accordingly, Plaintiff seeks injunctive and other equitable relief to prevent the
23 irreparable injury that Company stockholders will continue to suffer absent judicial intervention.

24 **CLAIMS FOR RELIEF**

25 **COUNT I**

26 **Claims Against All Defendants for Violations of Section 14(a) of the
27 Exchange Act and Rule 14a-9 Promulgated Thereunder**

28 33. Plaintiff repeats all previous allegations as if set forth in full.

33. During the relevant period, defendants disseminated the false and misleading Proxy
specified above, which failed to disclose material facts necessary to make the statements, in light of

1 the circumstances under which they were made, not misleading in violation of Section 14(a) of the
2 Exchange Act and SEC Rule 14a-9 promulgated thereunder.

3 35. By virtue of their positions within the Company, the defendants were aware of this
4 information and of their duty to disclose this information in the Proxy. The Proxy was prepared,
5 reviewed, and/or disseminated by the defendants. It misrepresented and/or omitted material facts,
6 including material information about the data and inputs underlying the valuation analyses performed
7 by the Company's financial advisor, Cowen, and potential conflicts of interest faced by Cowen. The
8 defendants were at least negligent in filing the Proxy with these materially false and misleading
9 statements.
10

11 36. The omissions and false and misleading statements in the Proxy are material in that a
12 reasonable stockholder would consider them important in deciding how to vote on the Proposed
13 Transaction or seek to exercise their appraisal rights.

14 37. By reason of the foregoing, the defendants have violated Section 14(a) of the Exchange
15 Act and SEC Rule 14a-9(a) promulgated thereunder.
16

17 38. Because of the false and misleading statements in the Proxy, Plaintiff is threatened
18 with irreparable harm, rendering money damages inadequate. Therefore, injunctive relief is
19 appropriate to ensure defendants' misconduct is corrected.
20

21 COUNT II

22 **Claims Against the Individual Defendants for 23 Violations of Section 20(a) of the Exchange Act**

24 39. Plaintiff repeats all previous allegations as if set forth in full.

25 40. The Individual Defendants acted as controlling persons of Adesto within the meaning
26 of Section 20(a) of the Exchange Act as alleged herein. By virtue of their positions as officers and/or
27 directors of Adesto, and participation in and/or awareness of the Company's operations and/or
28 intimate knowledge of the false statements contained in the Proxy filed with the SEC, they had the

1 power to influence and control and did influence and control, directly or indirectly, the decision-
2 making of the Company, including the content and dissemination of the various statements which
3 Plaintiff contends are false and misleading.

4 41. Each of the Individual Defendants was provided with or had unlimited access to copies
5 of the Proxy and other statements alleged by Plaintiff to be misleading prior to and/or shortly after
6 these statements were issued and had the ability to prevent the issuance of the statements or cause the
7 statements to be corrected.

8
9 42. In particular, each of the Individual Defendants had direct and supervisory
10 involvement in the day-to-day operations of the Company, and, therefore, is presumed to have had
11 the power to control or influence the particular transactions giving rise to the securities violations as
12 alleged herein, and exercised the same. The Proxy at issue contains the unanimous recommendation
13 of each of the Individual Defendants to approve the Proposed Transaction. They were, thus, directly
14 involved in the making of the Proxy.

15
16 43. In addition, as the Proxy sets forth at length, and as described herein, the Individual
17 Defendants were each involved in negotiating, reviewing, and approving the Proposed Transaction.
18 The Proxy purports to describe the various issues and information that they reviewed and
19 considered—descriptions the Company directors had input into.

20 44. By virtue of the foregoing, the Individual Defendants have violated Section 20(a) of
21 the Exchange Act.

22
23 45. As set forth above, the Individual Defendants had the ability to exercise control over
24 and did control a person or persons who have each violated Section 14(a) and SEC Rule 14a-9,
25 promulgated thereunder, by their acts and omissions as alleged herein. By virtue of their positions as
26 controlling persons, these defendants are liable pursuant to Section 20(a) of the Exchange Act. As a
27 direct and proximate result of defendants' conduct, Adesto's stockholders will be irreparably harmed.

28

PRAYER FOR RELIEF

1
2 WHEREFORE, Plaintiff demands judgment and preliminary and permanent relief, including
3 injunctive relief, in his favor on behalf of Adesto, and against defendants, as follows:

- 4 A. Preliminarily and permanently enjoining defendants and all persons acting in concert
5 with them from proceeding with, consummating, or closing the Proposed Transaction;
6 B. In the event defendants consummate the Proposed Transaction, rescinding it and
7 setting it aside or awarding rescissory damages to Plaintiff;
8 C. Directing the Individual Defendants to disseminate a Proxy that does not contain any
9 untrue statements of material fact and that states all material facts required in it or
10 necessary to make the statements contained therein not misleading
11 D. Declaring that defendants violated Sections 14(a) and/or 20(a) of the Exchange Act,
12 as well as SEC Rule 14a-9 promulgated thereunder;
13 E. Awarding Plaintiff the costs of this action, including reasonable allowance for
14 Plaintiff's attorneys' and experts' fees; and
15 F. Granting such other and further relief as this Court may deem just and proper.
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18 **JURY DEMAND**

19 Plaintiff demands a trial by jury on all claims and issues so triable.
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1 Dated: April 17, 2020

WEISSLAW LLP

Joel E. Elkins

2
3 By: /s/ Joel E. Elkins

4 Joel E. Elkins

9107 Wilshire Blvd., Suite 450

Beverly Hills, CA 90210

5 Telephone: 310/208-2800

6 Facsimile: 310/209-2348

7 *Attorneys for Plaintiff*

8
9
10 **OF COUNSEL:**

11 **BRAGAR EAGEL & SQUIRE, P.C.**

Alexandra B. Raymond

12 885 Third Avenue, Suite 3040

New York, New York 10022

13 Tel: (646) 860-9158

Fax: (212) 214-0506

14 Email: raymond@bespc.com

15 *Attorneys for Plaintiff*

CIVIL COVER SHEET

The JS-CAND 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

JAMES CHRZANOWSKI

(b) County of Residence of First Listed Plaintiff Harford County, MD (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number) Joel E. Elkins, WeissLaw LLP 9107 Wilshire Blvd., Suite 450, Beverly Hills, CA 90210 Telephone: 310/208-2800 Facsimile: 310/209-2348

DEFENDANTS

ADESTO TECHNOLOGIES CORPORATION, NELSON CHAN, NARBEH DERHACOBIAN, HERVE FAGES, FRANCIS LEE, KEVIN PALATNIK, and SUSAN UTHAYAKUMAR

County of Residence of First Listed Defendant (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff 3 Federal Question (U.S. Government Not a Party) 2 U.S. Government Defendant 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

Table with columns for Plaintiff (PTF) and Defendant (DEF) citizenship: Citizen of This State, Citizen of Another State, Citizen or Subject of a Foreign Country, Incorporated or Principal Place of Business In This State, Incorporated and Principal Place of Business In Another State, Foreign Nation.

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Large table with categories: CONTRACT, REAL PROPERTY, TORTS, CIVIL RIGHTS, PRISONER PETITIONS, HABEAS CORPUS, OTHER, FORFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES.

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding 2 Removed from State Court 3 Remanded from Appellate Court 4 Reinstated or Reopened 5 Transferred from Another District (specify) 6 Multidistrict Litigation-Transfer 8 Multidistrict Litigation-Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity): 15 U.S.C. §§ 78n(a), 78t(a)

Brief description of cause: Violations of the Federal Securities Laws

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, Fed. R. Civ. P. DEMAND \$ JURY DEMAND: X Yes No

VIII. RELATED CASE(S), IF ANY (See instructions):

JUDGE Hon. Laurel Beeler DOCKET NUMBER 3:20-cv-02344

IX. DIVISIONAL ASSIGNMENT (Civil Local Rule 3-2)

(Place an "X" in One Box Only) SAN FRANCISCO/OAKLAND X SAN JOSE EUREKA-MCKINLEYVILLE

DATE 04/17/2020

SIGNATURE OF ATTORNEY OF RECORD

/s/ Joel E. Elkins

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INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS-CAND 44

Authority For Civil Cover Sheet. The JS-CAND 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved in its original form by the Judicial Conference of the United States in September 1974, is required for the Clerk of Court to initiate the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I. a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the “defendant” is the location of the tract of land involved.)
- c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section “(see attachment).”
- II. Jurisdiction.** The basis of jurisdiction is set forth under Federal Rule of Civil Procedure 8(a), which requires that jurisdictions be shown in pleadings. Place an “X” in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
- (1) United States plaintiff. Jurisdiction based on 28 USC §§ 1345 and 1348. Suits by agencies and officers of the United States are included here.
 - (2) United States defendant. When the plaintiff is suing the United States, its officers or agencies, place an “X” in this box.
 - (3) Federal question. This refers to suits under 28 USC § 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
 - (4) Diversity of citizenship. This refers to suits under 28 USC § 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS-CAND 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an “X” in the appropriate box. If the nature of suit cannot be determined, be sure the cause of action, in Section VI below, is sufficient to enable the deputy clerk or the statistical clerk(s) in the Administrative Office to determine the nature of suit. If the cause fits more than one nature of suit, select the most definitive.
- V. Origin.** Place an “X” in one of the six boxes.
- (1) Original Proceedings. Cases originating in the United States district courts.
 - (2) Removed from State Court. Proceedings initiated in state courts may be removed to the district courts under Title 28 USC § 1441. When the petition for removal is granted, check this box.
 - (3) Remanded from Appellate Court. Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
 - (4) Reinstated or Reopened. Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
 - (5) Transferred from Another District. For cases transferred under Title 28 USC § 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
 - (6) Multidistrict Litigation Transfer. Check this box when a multidistrict case is transferred into the district under authority of Title 28 USC § 1407. When this box is checked, do not check (5) above.
 - (8) Multidistrict Litigation Direct File. Check this box when a multidistrict litigation case is filed in the same district as the Master MDL docket. Please note that there is no Origin Code 7. Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC § 553. Brief Description: Unauthorized reception of cable service.
- VII. Requested in Complaint.** Class Action. Place an “X” in this box if you are filing a class action under Federal Rule of Civil Procedure 23. Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction. Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS-CAND 44 is used to identify related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.
- IX. Divisional Assignment.** If the Nature of Suit is under Property Rights or Prisoner Petitions or the matter is a Securities Class Action, leave this section blank. For all other cases, identify the divisional venue according to Civil Local Rule 3-2: “the county in which a substantial part of the events or omissions which give rise to the claim occurred or in which a substantial part of the property that is the subject of the action is situated.”
- Date and Attorney Signature.** Date and sign the civil cover sheet.

AO 440 (Rev. 06/12) Summons in a Civil Action

UNITED STATES DISTRICT COURT

for the

Northern District of California

James Chrzanowski

Plaintiff(s)

v.

Adesto Technologies Corporation, et al.

Defendant(s)

Civil Action No.

SUMMONS IN A CIVIL ACTION

To: (Defendant's name and address)

A lawsuit has been filed against you.

Within 21 days after service of this summons on you (not counting the day you received it) — or 60 days if you are the United States or a United States agency, or an officer or employee of the United States described in Fed. R. Civ. P. 12 (a)(2) or (3) — you must serve on the plaintiff an answer to the attached complaint or a motion under Rule 12 of the Federal Rules of Civil Procedure. The answer or motion must be served on the plaintiff or plaintiff's attorney, whose name and address are:

Joel E. Elkins (SBN 256020)
WEISSLAW LLP
9107 Wilshire Blvd., Suite 450
Beverly Hills, CA 90210
Telephone: 310/208-2800

If you fail to respond, judgment by default will be entered against you for the relief demanded in the complaint. You also must file your answer or motion with the court.

CLERK OF COURT

Date:

Signature of Clerk or Deputy Clerk

Civil Action No. _____

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 4 (l))

This summons for *(name of individual and title, if any)* _____
was received by me on *(date)* _____ .

I personally served the summons on the individual at *(place)* _____
_____ on *(date)* _____ ; or

I left the summons at the individual's residence or usual place of abode with *(name)* _____
_____, a person of suitable age and discretion who resides there,
on *(date)* _____ , and mailed a copy to the individual's last known address; or

I served the summons on *(name of individual)* _____ , who is
designated by law to accept service of process on behalf of *(name of organization)* _____
_____ on *(date)* _____ ; or

I returned the summons unexecuted because _____ ; or

Other *(specify)*:

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ _____ 0.00 _____ .

I declare under penalty of perjury that this information is true.

Date: _____

Server's signature

Printed name and title

Server's address

Additional information regarding attempted service, etc:

Print

Save As...

Reset

SUMMONS LIST OF DEFENDANTS RE: ADESTO TECHNOLOGIES CORPORATION

1
2 1. ADESTO TECHNOLOGIES CORPORATION

3 3600 Peterson Way
4 Santa Clara, CA 95054

5 2. NELSON CHAN

6 c/o Adesto Technologies Corporation
7 3600 Peterson Way
8 Santa Clara, CA 95054

9 3. NARBEH DERHACOBIAN

10 c/o Adesto Technologies Corporation
11 3600 Peterson Way
12 Santa Clara, CA 95054

13 4. HERVÉ FAGES

14 c/o Adesto Technologies Corporation
15 3600 Peterson Way
16 Santa Clara, CA 95054

17 5. FRANCIS LEE

18 c/o Adesto Technologies Corporation
19 3600 Peterson Way
20 Santa Clara, CA 95054

21 6. KEVIN PALATNIK

22 c/o Adesto Technologies Corporation
23 3600 Peterson Way
24 Santa Clara, CA 95054

25 7. SUSAN UTHAYAKUMAR

26 c/o Adesto Technologies Corporation
27 3600 Peterson Way
28 Santa Clara, CA 95054