

QUANTENNA COMMUNICATIONS INC

Reported by
STEVENS MARK A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/15/17 for the Period Ending 12/13/17

Address	3450 W. WARREN DRIVE FREMONT, CA, 94538-6425
Telephone	(510) 743-2260
CIK	0001370702
Symbol	QTNA
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * STEVENS MARK A (Last) (First) (Middle) C/O QUANTENNA COMMUNICATIONS, INC., 1704 AUTOMATION PARKWAY (Street) SAN JOSE, CA 95131 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol QUANTENNA COMMUNICATIONS INC [QTNA] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/13/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2017		J	(1)	17307	A	(1)	43294	I	See footnote (2)
Common Stock	12/13/2017		J	(3)	8452	A	(3)	51746	I	See footnote (2)
Common Stock	12/13/2017		J	(4)	546	A	(4)	52292	I	See footnote (2)
Common Stock								6616	D	
Common Stock								15000	I	See footnote (5)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distribution by SC XI Management, LLC.
- (2) Shares held by Third Millennium Trust ("Millennium"). The Reporting Person is the trustee of Millennium, and has voting and investment power with respect to the shares held by Millennium.
- (3) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Sequoia Capital XI Principals Fund, LLC.
- (4) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Sequoia Technology Partners XI Management, LLC.
- (5) Shares held by S-Cubed Capital ("SCC"). The Reporting Person is the managing partner of SCC, and has voting and investment power with respect to the shares held by SCC.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS MARK A				

C/O QUANTENNA COMMUNICATIONS, INC. 1704 AUTOMATION PARKWAY SAN JOSE, CA 95131	X			
---	---	--	--	--

Signatures

/s/ Tom MacMitchell, as Attorney-in-Fact

12/15/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.