

# QUANTENNA COMMUNICATIONS INC

Reported by  
**STEVENS MARK A**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/06/17 for the Period Ending 12/04/17

|             |   |
|-------------|---|
| Address     | 3450 W. WARREN DRIVE<br>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**

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[ ] 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

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

**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                    | 12/4/2017      |                                   | J                         | (1) | 8452  | A          | (1)   | 25987   | I  | See footnote (2)                                      |
| Common Stock                    |                |                                   |                           |     |   |            |       | 6616  | D  |   |
| Common Stock                    |                |                                   |                           |     |   |            |       | 15000   | I  | See footnote (3)                                      |

**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 Sequoia Capital XI Principals Fund, 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) 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 |
| <b>STEVENS MARK A</b><br><b>C/O QUANTENNA COMMUNICATIONS, INC.</b><br><b>1704 AUTOMATION PARKWAY</b><br><b>SAN JOSE, CA 95131</b> | <b>X</b>      |           |         |       |

**Signatures**

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

12/6/2017

\*\*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.

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