

# QUANTENNA COMMUNICATIONS INC

Reported by  
**STEVENS MARK A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/16/17 for the Period Ending 11/14/17

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**

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## 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>  <b>STEVENS MARK A</b>  (Last) (First) (Middle)  <b>C/O QUANTENNA COMMUNICATIONS, INC., 1704 AUTOMATION PARKWAY</b>  (Street)  <b>SAN JOSE, CA 95131</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>QUANTENNA COMMUNICATIONS INC [QTNA]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/14/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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	11/14/2017		J	(1)	11538	A	(1)	11538	I	See footnote (2)
Common Stock	11/14/2017		J	(3)	5634	A	(3)	17172	I	See footnote (2)
Common Stock	11/14/2017		J	(4)	363	A	(4)	17535	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 Sequoia Capital XI, L.P.
- (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, L.P.
- (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	X			

**Signatures**

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

11/16/2017

\*\*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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