

<b>OMB APPROVAL</b>	
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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**

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* <u>Hooper Edwin B. III</u>  (Last) (First) (Middle) <u>C/O QUANTENNA COMMUNICATIONS, INC.</u> <u>1704 AUTOMATION PARKWAY</u>  (Street) <u>SAN JOSE CA 95131</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>QUANTENNA COMMUNICATIONS</u> <u>INC [ QTNA ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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							7,127 <sup>(1)</sup>	D		
Common Stock	05/22/2018		J <sup>(2)</sup>		469,442	D	\$0.00	0	I	See footnote <sup>(3)</sup>
Common Stock	05/22/2018		J <sup>(4)</sup>		168,845	D	\$0.00	0	I	See footnote <sup>(5)</sup>
Common Stock	05/22/2018		J <sup>(6)</sup>		88,616	A	\$0.00	88,616	I	See footnote <sup>(7)</sup>
Common Stock	05/22/2018		J <sup>(8)</sup>		1,672	A	\$0.00	90,288	I	See footnote <sup>(7)</sup>
Common Stock								33,593	I	See footnote <sup>(9)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Each share is represented by a Restricted Stock Unit ("RSU"). 100% of the RSUs will vest upon the earlier of the one (1) year anniversary of the grant date or the day prior to the Company's next Annual Meeting occurring after the grant date, in each case, subject to the Reporting Person's continued service as of the applicable vesting date.
- Represents a pro rata in-kind distribution of Common Stock of the Issuer by Centerview Capital Technology Fund (Delaware), L.P. to its general partner and limited partners.
- Shares held by Centerview Capital Technology Fund (Delaware), L.P. Edwin B. Hooper III is a managing partner and shares voting and investment power with respect to the shares held by Centerview Capital Technology Fund (Delaware), L.P.
- Represents a pro rata in-kind distribution of Common Stock of the Issuer by Centerview Capital Technology Fund-A (Delaware), L.P. to its general partner and limited partner.
- Shares held by Centerview Capital Technology Fund-A (Delaware), L.P. Edwin B. Hooper III is a managing partner and shares voting and investment power with respect to the shares held by Centerview Capital Technology Fund-A (Delaware), L.P.
- Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Centerview Capital Technology Fund (Delaware), L.P. to its general partner, Centerview Capital Technology Fund GP (Delaware), L.P.
- Shares held by Centerview Capital Technology Fund GP (Delaware), L.P., the General Partner of Centerview Capital Technology Fund (Delaware), L.P. and Centerview Capital Technology Fund-A (Delaware), L.P. Edwin B. Hooper III is a managing partner and shares voting and investment power with respect to the shares held by Centerview Capital Technology Fund GP (Delaware), L.P.

8. Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Centerview Capital Technology Fund-A (Delaware), L.P. to its general partner, Centerview Capital Technology Fund GP (Delaware), L.P.

9. Shares held by Centerview Capital Technology Employee Fund, L.P. Edwin B. Hooper III is a managing partner and shares voting and investment power with respect to the shares held by the Centerview Capital Technology Employee Fund, L.P.

**Remarks:**

/s/ Tom MacMitchell, as                      05/24/2018  
Attorney-in-Fact

\*\* 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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