

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>Carroll David William</u> (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 <u>QUANTENNA COMMUNICATIONS INC [ QTNA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP Worldwide Sales</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/10/2018</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	01/10/2018		A		26,000 <sup>(1)</sup>	A	\$0.00	66,297 <sup>(2)</sup>	D	
Common Stock	05/16/2018		S <sup>(3)</sup>		2,022	D	\$14.798 <sup>(4)</sup>	64,275	D	

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$13.06	01/10/2018		A		65,000		01/10/2019 <sup>(5)</sup>	01/10/2028	Common Stock	65,000	\$0.00	65,000	D	

**Explanation of Responses:**

- Each share is represented by a Restricted Stock Unit ("RSU"). One-eighth (1/8) of the RSUs will vest on August 20, 2018 and each six-month anniversary thereafter, subject to the Reporting Person's continued service on each such vesting date.
- Includes shares acquired by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 automatic trading plan adopted by the Reporting Person.
- This sale price represents the weighted average sale price of the shares sold ranging from \$14.58 to \$14.99 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- One-fourth (1/4) of the shares subject to the option will vest on January 10, 2019, and one forty-eighth (1/48) of the shares vest monthly thereafter, subject to the Reporting Person's continued service on each such vesting date.

**Remarks:**

/s/ Tom MacMitchell, as      05/18/2018  
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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