

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>Carroll David William</u> <hr/> (Last) (First) (Middle) <u>C/O QUANTENNA COMMUNICATIONS, INC.</u> <u>1704 AUTOMATION PARKWAY</u> <hr/> (Street) <u>SAN JOSE CA 95131</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>QUANTENNA COMMUNICATIONS INC [QTNA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)			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> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
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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	01/09/2019		M		116	A	\$3	60,370	D	
Common Stock	01/09/2019		M		18,967	A	\$8.5	79,337	D	
Common Stock	01/09/2019		S ⁽¹⁾		19,083	D	\$14.953 ⁽²⁾	60,254	D	
Common Stock	01/11/2019		S ⁽¹⁾		20,000	D	\$16.016 ⁽³⁾	40,254	D	
Common Stock								500	I	By Child of Reporting Person

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)	\$3	01/09/2019		M		116		(4)	12/03/2025	Common Stock	116	\$0.00	1,872	D	
Employee Stock Option (right to buy)	\$8.5	01/09/2019		M		18,967		(5)	06/30/2026	Common Stock	18,967	\$0.00	13,871	D	

Explanation of Responses:

- 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 \$14.64 to \$15.17 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.
- This sale price represents the weighted average sale price of the shares sold ranging from \$16.00 to \$16.04 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 vested on December 3, 2016, 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.

5. One fourth (1/4) of the shares subject to the option vested on June 30, 2017, 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
Attorney-in-Fact

01/11/2019

** 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 Number.