

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

☐ 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>Steelberg Chad</u> (Last) (First) (Middle) <u>C/O VERITONE, INC.</u> <u>575 ANTON BOULEVARD</u> (Street) <u>COSTA MESA CA 92626</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Veritone, Inc. [VERI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/29/2017</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	12/29/2017		A		5,215 ⁽¹⁾	A	\$23.966 ⁽¹⁾	17,807	D	
Common Stock								3,355,387	I	By Newport ⁽²⁾
Common Stock								298,287	I	By Steel Holdings, Inc. ⁽³⁾
Common Stock								76,970	I	By VIF I, LLC ⁽⁴⁾
Common Stock								445,278	I	By VLOC ⁽⁵⁾
Common Stock								961,835	I	By BV16, LLC ⁽⁶⁾

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	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares automatically issued to reporting person on the last trading day of the fourth calendar quarter of 2017 pursuant to the Employment Agreement between reporting person and the issuer, under the issuer's 2017 Stock Incentive Plan. Pursuant to the terms of such Employment Agreement, the number of shares was determined by dividing \$125,000 by the average closing price of the issuer's common stock for the last five trading days of the calendar quarter, which was \$23.966.
2. Shares are held by Newport Coast Investments, LLC ("Newport"). Reporting person's grantor trust is a managing member of Newport and, as such, reporting person may be deemed a beneficial owner of the shares held by such entity. This filing shall not be deemed an admission that the reporting person is, for the purposes of Section 16 of the Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owner of all of the shares held by such entity, and reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.
3. Shares are held by Steel Holdings, LLC. Reporting person is the Manager of Steel Holdings, LLC and, as such, reporting person may be deemed a beneficial owner of the shares held by such entity. This filing shall not be deemed an admission that the reporting person is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of the shares held by such entity.
4. Shares are held by VIF I, LLC. Reporting person is the Manager and one of the members of VIF I, LLC and, as such, reporting person may be deemed a beneficial owner of the shares held by such entity. This filing shall not be deemed an admission that the reporting person is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of all of the shares held by such entity, and reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.
5. Shares are held by Veritone LOC I, LLC ("VLOC"). Reporting person's grantor trust owns 50% of the membership interests in Steel Veritone Fund I, LLC, which owns 50% of the membership interests in VLOC and, as such, reporting person may be deemed a beneficial owner of the shares held by such entity. This filing shall not be deemed an admission that the reporting person is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of all of the shares held by such entity, and reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.
6. Shares are held by BV16, LLC. Reporting person is the Manager of NCI Investments, LLC (and his grantor trust owns 50% of the membership interests of NCI Investments, LLC), which is the Manager of BV16, LLC and, as such, reporting person may be deemed a beneficial owner of the shares held by such entity. This filing shall not be deemed an admission that the reporting person is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of all of the shares held by such entity, and reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.

/s/ Jeffrey B. Coyne, as attorney-in-fact for reporting person

01/03/2018

** 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.

