

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

VERITONE, INC.  
(Exact name of registrant as specified in its charter)

Delaware

47-1161641

(State or other jurisdiction  
of incorporation or organization)

(I.R.S. Employer  
Identification No.)

2420 17th St., Office 3002  
Denver, Colorado 80202

80202

(Address of Principal Executive Offices)

(Zip Code)

Veritone, Inc. 2017 Stock Incentive Plan  
Veritone, Inc. Employee Stock Purchase Plan  
Veritone, Inc. Inducement Grant Plan  
(Full titles of the plans)

Ryan Steelberg  
Chief Executive Officer  
Veritone, Inc.  
2420 17th St., Office 3002  
Denver, Colorado 80202  
Tel: 888-507-1737

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael Zemetra  
Chief Financial Officer  
Veritone, Inc.  
2420 17th St., Office 3002  
Denver, Colorado 80202  
Tel: 888-507-1737

John-Paul Motley  
Logan Tiari  
Cooley LLP  
355 S. Grand Avenue, Suite 900  
Los Angeles, California 90071  
Tel: (213) 561-3250

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

Veritone, Inc. (the “Registrant”) is filing this registration statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”) to register the offering of an additional 1,425,000 shares of Common Stock, par value \$0.001 per share (“Common Stock”), of the Registrant. The 1,425,000 shares of Common Stock being registered herein include (i) 750,000 shares of Common Stock issuable pursuant to the Veritone, Inc. 2017 Stock Incentive Plan (the “2017 Plan”), (ii) 250,000 shares of Common Stock issuable pursuant to the Veritone, Inc. Employee Stock Purchase Plan (the “ESPP”) and (iii) 425,000 shares of Common Stock issuable pursuant to the Veritone, Inc. Amended and Restated Inducement Grant Plan (the “Inducement Plan”).

The additional shares of Common Stock issuable pursuant to the 2017 Plan and ESPP have become reserved for issuance as a result of the operation of the “evergreen” provisions in each such plan, each of which provide that the total number of shares of Common Stock subject to such plan may be increased each year pursuant to a specified formula. The additional shares of Common Stock issuable pursuant to the Inducement Plan have become reserved for issuance as a result of an increase to the reserve under such plan, as approved by the Company’s Board of Directors on March 30, 2023.

The additional shares of Common Stock issuable pursuant to the 2017 Plan and the ESPP are securities of the same class as other securities for which registration statements on Form S-8 were filed with the SEC on May 12, 2017 ([File No. 333-217990](#)), September 21, 2018 ([File No. 333-227477](#)); March 12, 2020 ([File No. 333-237114](#)); March 5, 2021 ([File No. 333-253961](#)); and February 3, 2022 ([File No. 333-262499](#)), and the additional shares of Common Stock issuable pursuant to the Inducement Plan are securities of the same class as other securities for which a registration statement on Form S-8 was filed with the SEC on October 7, 2020 ([File No. 333-249371](#)) (all such registration statements collectively, the “Prior Registration Statements”). Accordingly, the contents of the Prior Registration Statements are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the SEC, are incorporated by reference into this Registration Statement:

- (i) the Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the SEC on March 16, 2023;
- (ii) the Company’s Current Reports on Form 8-K filed with the SEC on [January 6, 2023](#), [January 20, 2023](#) and [March 30, 2023](#); and
- (iii) the description of securities contained in [Exhibit 4.3](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on March 16, 2023, together with any amendment or report filed with the SEC for the purpose of updating such description.

In addition, all documents filed by the Company with the SEC pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items), after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement.

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Any statement contained in the documents incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified, superseded, or replaced for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference in this Registration Statement modifies, supersedes, or replaces such statement. Any such statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

Exhibit Number	Description	Incorporated by Reference			
		Schedule/ Form	File No.	Exhibit	Filing Date
3.1	<a href="#">Third Amended and Restated Certificate of Incorporation of Veritone, Inc.</a>	Form 8-K	001-38093	3.1	May 23, 2017
3.2	<a href="#">Amended and Restated Bylaws of Veritone, Inc.</a>	Form 8-K	001-38093	3.2	May 23, 2017
4.1	<a href="#">Specimen Common Stock Certificate.</a>	Form S-1/A	333-216726	4.1	April 28, 2017
5.1*	<a href="#">Opinion of Cooley LLP.</a>				
23.1*	<a href="#">Consent of Grant Thornton LLP, independent registered public accounting firm.</a>				
23.2*	<a href="#">Consent of Cooley LLP (contained in the opinion filed as Exhibit 5.1 hereto).</a>				
24.1*	Power of Attorney (included in the signature page of this Registration Statement).				
99.1	<a href="#">2017 Stock Incentive Plan.</a>	Form S-1/A	333-216726	10.14	April 28, 2017
99.2	<a href="#">Employee Stock Purchase Plan.</a>	Form S-1/A	333-216726	10.32	April 28, 2017
99.3	<a href="#">Amended and Restated Inducement Grant Plan.</a>	Form 8-K	001-38093	10.1	March 30, 2023
107*	<a href="#">Filing Fee Table.</a>				

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Denver, State of Colorado, on this 31st day of March, 2023.

### VERITONE, INC.

By: /s/ Ryan Steelberg  
Ryan Steelberg  
President and Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints Ryan Steelberg and Michael L. Zemetra, and each of them, as his or her true and lawful agents, proxies and attorneys-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ryan Steelberg</u> Ryan Steelberg	President and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 31, 2023
<u>/s/ Michael L. Zemetra</u> Michael L. Zemetra	Executive Vice President, Chief Financial Officer and Treasurer <i>(Principal Financial and Accounting Officer)</i>	March 31, 2023
<u>/s/ Chad Steelberg</u> Chad Steelberg	Director	March 31, 2023
<u>/s/ Jeff P. Gehl</u> Jeff P. Gehl	Director	March 31, 2023
<u>/s/ Knute P. Kurtz</u> Knute P. Kurtz	Director	March 31, 2023
<u>/s/ Richard H. Taketa</u> Richard H. Taketa	Director	March 31, 2023

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John-Paul Motley  
+1 213 561 3204  
jpmotley@cooley.com

March 31, 2023

Veritone, Inc.  
2420 17<sup>th</sup> St., Office 3002  
Denver, CO 80202

**Re: Veritone, Inc. – Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Veritone, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 1,425,000 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share ("**Common Stock**"), consisting of (a) 750,000 shares of Common Stock issuable pursuant to the Company's 2017 Stock Incentive Plan (the "**2017 Plan**"), (b) 250,000 shares of Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan (the "**ESPP**") and (c) 425,000 shares of Common Stock issuable pursuant to the Company's Amended and Restated Inducement Grant Plan (together with the 2017 Plan and the ESPP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission.

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Sincerely,

Cooley LLP

By: /s/ John-Paul Motley  
John-Paul Motley

COOLEY LLP 355 SOUTH GRAND AVENUE, SUITE 900 LOS ANGELES, CA 90071  
T: (213) 561-3250 F: (310) 883-6500 COOLEY.COM

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated March 16, 2023 with respect to the consolidated financial statements and internal control over financial reporting of Veritone, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2022, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Newport Beach, California  
March 31, 2023

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## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)

**Veritone, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Other	750,000 <sup>(2)</sup>	\$5.27 <sup>(5)</sup>	\$3,952,500	0.00011020	\$435.57
Equity	Common Stock, \$0.001 par value per share	Other	250,000 <sup>(3)</sup>	\$4.48 <sup>(6)</sup>	\$1,120,000	0.00011020	\$123.43
Equity	Common Stock, \$0.001 par value per share	Other	425,000 <sup>(4)</sup>	\$5.27 <sup>(5)</sup>	\$2,239,750	0.00011020	\$246.83
<b>Total Offering Amounts</b>			1,425,000	-	\$7,312,250	-	\$805.83
<b>Total Fee Offsets</b>				-	-	-	-
<b>Net Fee Due</b>				-	-	-	\$805.83

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock of Veritone, Inc. (the "**Registrant**") that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock, as applicable.

(2) Represents 750,000 additional shares of common stock available for issuance as a result of the annual evergreen increase on January 1, 2023 under the Registrant's 2017 Stock Incentive Plan.

(3) Represents 250,000 additional shares of common stock available for issuance as a result of the annual evergreen increase on January 1, 2023 under the Registrant's Employee Stock Purchase Plan (the "**ESPP**").

(4) Represents 425,000 additional shares of common stock available for issuance under the Registrant's Amended and Restated Inducement Grant Plan, as approved by the Registrant's Board of Directors on March 30, 2023.

(5) Estimated in accordance with Rule 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of \$5.27, the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Stock Market LLC on March 29, 2023.

(6) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for purposes of calculating the registration fee. The offering price per share is based upon \$5.27, which is the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Stock Market LLC on March 29, 2023, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the ESPP.

