

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

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

veritone™

Veritone, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

47-1161641

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

1615 Platte Street, 2nd Floor
Denver, Colorado 80202

(Address of Principal Executive Offices)

80202

(Zip Code)

Veritone, Inc. Employee Stock Purchase Plan

(Full title of the plan)

Ryan Steelberg
Chief Executive Officer
Veritone, Inc.

1615 Platte Street, 2nd Floor
Denver, Colorado 80202

(Name and address of agent for service)

(888) 507-1737

(Telephone number, including area code, of agent for service)

Copies to:

Michael Zemetra
Chief Financial Officer
Veritone, Inc.
1615 Platte Street, 2nd Floor
Denver, Colorado 80202
(888) 507-1737

John-Paul Motley
Logan Tiari
Cooley LLP
355 S. Grand Avenue, Suite 900
Los Angeles, California 90071
(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 500,000 shares of Common Stock, par value \$0.001 per share ("Common Stock"), of the Registrant, pursuant to the Veritone, Inc. Employee Stock Purchase Plan (the "ESPP").

The additional shares of Common Stock issuable pursuant to the ESPP have become reserved for issuance as a result of the operation of the "evergreen" provision of the ESPP, which provides that the total number of shares of Common Stock subject to such plan may be increased each year pursuant to a specified formula. On January 1, 2024 and January 1, 2025, such evergreen provision of the ESPP increased the total number of shares of Common Stock issuable pursuant to the ESPP by 250,000 and 250,000 shares respectively. The additional shares of Common Stock issuable pursuant to 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](#)); February 3, 2022 ([File No. 333-262499](#)); March 31, 2023 ([File 333-0271032](#)); and June 21, 2023 ([File 333-272791](#)) (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, 2024, filed with the SEC on [April 1, 2025](#);
- (ii) the Company's Current Reports on Form 8-K filed with the SEC on [January 2, 2025](#) (with respect to Items 1.01 and 8.01 and Exhibits 4.1, 5.1, 10.1, and 23.1 of Item 9.01 only), [February 12, 2025](#), [March 14, 2025](#) (with respect to Item 5.02 only), and [March 17, 2025](#); and
- (iii) the description of the Company's common stock contained in the Company's Registration Statement on Form 8-A, filed with the SEC on May 11, 2017, including any amendments or reports filed for the purpose of updating such description, such as [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.

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.

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	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
3.1	Third Amended and Restated Certificate of Incorporation of Veritone, Inc.	8-K	001-38093	3.1	5/23/2017
3.2	Amended and Restated Bylaws of Veritone, Inc.	8-K	001-38093	3.2	5/23/2017
4.1	Specimen Common Stock Certificate.	S-1/A	333-216726	4.1	4/28/2017
4.2	Form of Indenture.	S-3	333-225394	4.4	6/1/2018
4.3	Description of Registrant's securities registered under Section 12 of the Exchange Act.	10-K	001-38093	4.3	4/1/2025
4.4	Indenture, dated as of November 19, 2021, by and among Veritone, Inc. and U.S. Bank National Association, as trustee.	8-K	001-38093	4.1	11/22/2021
4.5	Form of Warrant.	8-K	001-38093	4.1	12/14/2023
4.6	Registration Rights Agreement, dated December 13, 2023, by and among Veritone, Inc. and the investors identified therein.	8-K	001-38093	4.2	12/14/2023
4.7	Form of Pre-Funded Warrant.	8-K	001-38093	4.1	1/2/2025
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Grant Thornton LLP, independent registered public accounting firm.				
23.2*	Consent of Cooley LLP (contained in the opinion filed as Exhibit 5.1 hereto).				
24.1*	Power of Attorney (included in the signature page of this Registration Statement).				
99.2	Employee Stock Purchase Plan.	S-1/A	333-216726	10.32	4/28/2017
107*	Filing Fee Table.				

* 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 1st day of April, 2025.

VERITONE, INC.

By: /s/ RYAN STEELBERG
Ryan Steelberg
President and Chief Executive Officer
(Principal 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.

Signature	Title	Date
/s/ RYAN STEELBERG Ryan Steelberg	<i>President and Chief Executive Officer</i> (Principal Executive Officer and Director)	April 1, 2025
/s/ MICHAEL L. ZEMETRA Michael L. Zemetra	<i>Executive Vice President, Chief Financial Officer and Treasurer</i> (Principal Financial and Accounting Officer)	April 1, 2025
/s/ MICHAEL KEITHLEY Michael Keithley	Director	April 1, 2025
/s/ KNUTE P. KURTZ Knute P. Kurtz	Director	April 1, 2025
/s/ FRANCISCO MORALES Francisco Morales	Director	April 1, 2025
/s/ RICHARD H. TAKETA Richard H. Taketa	Director	April 1, 2025
/s/ MICHAEL ZILIS Michael Zilis	Director	April 1, 2025



April 1, 2025

Veritone, Inc.
1615 Platte Street, 2nd Floor
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 by the Company 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 500,000 shares (the “**Shares**”) of its common stock, par value \$0.001 per share (“**Common Stock**”), pursuant to the Company’s Employee Stock Purchase Plan (the “**ESPP**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the ESPP, and (d) such other records, documents, opinions, certificates, memoranda and 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 solely 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 ESPP, the Registration Statement and the related prospectus, will be validly issued, fully paid, and nonassessable.



This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

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.

Sincerely

Cooley LLP

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated April 1, 2025 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, 2024, which are 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

Phoenix, Arizona
April 1, 2025

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 ⁽¹⁾	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	500,000 ⁽²⁾	\$2.33 ⁽³⁾	\$1,165,000	0.0001531	\$178.37
Total Offering Amounts				-	\$1,165,000	-	\$178.37
Total Fee Offsets				-	-	-	-
Net Fee Due				-	-	-	\$178.37

(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 Registrant’s Employee Stock Purchase Plan (the “**ESPP**”) 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 additional shares of the Registrant’s common stock reserved for future issuance under the ESPP as a result of the automatic increases in shares reserved thereunder on January 1, 2024, and January 1, 2025, pursuant to the terms of the ESPP.

(3) 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 \$2.33, which is the average of the high and low selling prices of the Registrant’s common stock as reported on The Nasdaq Stock Market LLC on March 27, 2025, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the ESPP.

