

# FORM 4

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

OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person *<br>GRAZIADIO G LOUIS III<br><small>(Last) (First) (Middle)</small> | 2. Issuer Name and Ticker or Trading Symbol<br>Veritone, Inc. [VERI]                    | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 149 PALOS VERDES BLVD., SUITE G<br><small>(Street)</small>   | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/15/2017                          | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |
| REDONDO BEACH, CA 90277<br><small>(City) (State) (Zip)</small>   | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |

| 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                    | 05/15/2017                           |  | P                              |   | 4,850   | A          | \$ 10.61<br><a href="#">(1)</a> | 81,686  | D  |   |
| Common Stock                    | 05/15/2017                           |  | P                              |   | 4,600   | A          | \$ 10.61<br><a href="#">(1)</a> | 107,027   | I  | By GFT <a href="#">(2)</a>                            |
| Common Stock                    | 05/15/2017                           |  | P                              |   | 500   | A          | \$ 10.61<br><a href="#">(1)</a> | 10,500  | I  | By Gina Carra <a href="#">(3)</a>                     |
| Common Stock                    | 05/15/2017                           |  | P                              |   | 300   | A          | \$ 10.61<br><a href="#">(1)</a> | 3,300   | I  | By Ginarra <a href="#">(4)</a>                        |
| Common Stock                    | 05/15/2017                           |  | P                              |   | 300   | A          | \$ 10.61<br><a href="#">(1)</a> | 1,800   | I  | By Spouse   |
| Common Stock                    | 05/15/2017                           |  | P                              |   | 200   | A          | \$ 10.61<br><a href="#">(1)</a> | 2,700   | I  | By minor child <a href="#">(5)</a>                    |
| Common Stock                    | 05/15/2017                           |  | P                              |   | 200   | A          | \$ 10.61<br><a href="#">(1)</a> | 2,700   | I  | By minor child <a href="#">(6)</a>                    |
| Common Stock                    | 05/15/2017                           |  | P                              |   | 1,200   | A          | \$ 10.61<br><a href="#">(1)</a> | 8,056   | I  | By Annuity Trust <a href="#">(7)</a>                  |
| Common Stock                    |                                      |  |                                |   |   |            |                                 | 16,636  | I  | By Ginmarra <a href="#">(8)</a>                       |
| Common Stock                    |                                      |  |                                |   |   |            |                                 | 4,775   | I  | By Gino Trust <a href="#">(9)</a>                     |
| Common Stock                    |                                      |  |                                |   |   |            |                                 | 4,775   | I  | By Marianna Trust <a href="#">(10)</a>                |
| Common Stock                    |                                      |  |                                |   |   |            |                                 | 2,500   | I  | By Foundation <a href="#">(11)</a>                    |
| Common Stock                    |                                      |  |                                |   |   |            |                                 | 61,406  | I  | By Boss Holdings <a href="#">(12)</a>                 |
| Common Stock                    |                                      |  |                                |   |   |            |                                 | 4,289   | I  | By Western Metals <a href="#">(13)</a>                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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) |   |     |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|-----|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A) | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GRAZIADIO G LOUIS III<br>149 PALOS VERDES BLVD.<br>SUITE G<br>REDONDO BEACH, CA 90277 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Ellen S. Bancroft, Attorney-in-Fact | 05/17/2017 |
| **Signature of Reporting Person         | Date       |

## Explanation of Responses:

- \* 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).
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.42 to \$10.75, inclusive. Mr.
- (1) Graziadio undertakes to provide to Veritone, Inc. ("Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (1) to this Form 4.
- These shares are owned by the Graziadio Family Trust u/d/t 11/13/75 ("GFT"), an irrevocable trust established by Mr. Graziadio for the benefit of his children. Mr.
- (2) Graziadio is neither a trustee nor a beneficiary of GFT and disclaims beneficial ownership of the shares owned by GFT except to the extent of the pecuniary interest of his minor children in such shares.
- These shares are owned by Gina-Carra Partnership ("Gina-Carra"), a limited partnership of which Mr. Graziadio is the trustee of one of the general partners, which is a trust
- (3) for the benefit of an adult daughter of Mr. Graziadio. Mr. Graziadio disclaims beneficial ownership of the shares owned by Gina-Carra as he has no pecuniary interest in such shares.
- These shares are owned by Ginarra Partners, LLC ("Ginarra"), a limited liability company owned by GFT and Gina-Carra and as to which Mr. Graziadio serves as president
- (4) of the manager. Mr. Graziadio disclaims beneficial ownership of the shares owned by Ginarra except to the extent of the pecuniary interest of his minor children in such shares.
- (5) Shares owned in the name of Mr. Graziadio's minor child, George L. Graziadio IV.
- (6) Shares owned in the name of Mr. Graziadio's minor child, Marianna R. Graziadio.
- These shares are owned by the George & Reva Graziadio Charitable Lead Annuity Trust ("Annuity Trust") as to which Mr. Graziadio is the trustee and Mr. Graziadio's
- (7) minor children are remainder beneficiaries. Mr. Graziadio disclaims beneficial ownership of the shares owned by the Annuity Trust except to the extent of the pecuniary interest of his minor children in such shares.
- These shares are owned by Ginmarra Investors Fund 1 LLC ("Ginmarra"), a limited liability company majority owned by GFT, Gina-Carra and Ginarra and as to which Mr.
- (8) Graziadio serves as president of the manager. Mr. Graziadio disclaims ownership of the shares owned by Ginmarra except to the extent of his pecuniary interest in such shares.
- These shares are owned by George & Reva Graziadio Grandchildren Trust II for the benefit of Mr. Graziadio's minor child, George L. Graziadio IV ("Gino Trust"). Mr.
- (9) Graziadio is the trustee of the Gino Trust, but disclaims beneficial ownership of the shares owned by the Gino Trust except to the extent of the pecuniary interest of his minor child in such shares.
- These shares are owned by George & Reva Graziadio Grandchildren Trust II for the benefit of Mr. Graziadio's minor child, Marianna Graziadio ("Marianna Trust"). Mr.
- (10) Graziadio is the trustee of the Marianna Trust, but disclaims beneficial ownership of the shares owned by the Marianna Trust except to the extent of the pecuniary interest of his minor child in such shares.
- These shares are owned by the George and Reva Graziadio Foundation (the "Foundation"), a charitable foundation established by Mr. Graziadio's parents, as to which Mr.
- (11) Graziadio has no pecuniary interest. Mr. Graziadio is one of three directors of the Foundation, does not have the right to control disposition of the shares owned by the Foundation and disclaims beneficial ownership of the the shares owned by the Foundation as he has no pecuniary interest in such shares.
- These shares are owned by Boss Holdings, Inc. ("Boss Holdings"), a corporation as to which Mr. Graziadio, GFT and Ginarra together are majority shareholders and Mr.
- (12) Graziadio is chairman and chief executive officer. Mr. Graziadio disclaims beneficial ownership of the shares owned by Boss Holdings except to the extent of his pecuniary interest in such shares.

These shares are owned by Western Metals Corporation ("Western Metals"), a corporation as to which GFT and Ginarra beneficially own a significant pecuniary interest (13) and Mr. Graziadio is the president. Mr. Graziadio disclaims beneficial ownership of the shares owned by Western Metals except to the extent of his pecuniary interest in such shares.

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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