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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Steelberg Ryan</u>  (Last) (First) (Middle) C/O VERITONE, INC. 3366 VIA LIDO  (Street) NEWPORT BEACH CA 92663  (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) <input type="checkbox"/> Other (specify below)  President
	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	05/17/2017		C		2,393,613 <sup>(1)</sup>	A	(1)	3,355,387 <sup>(1)</sup>	I	By Newport <sup>(2)</sup>
Common Stock	05/17/2017		C		295,278	A	(3)	445,278	I	By VLOC <sup>(3)</sup>
Common Stock								961,835	I	By BV16, LLC <sup>(4)</sup>
Common Stock								98,140	D	

**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				
Series A Convertible Preferred Stock	\$2.9412 <sup>(1)</sup>	05/17/2017		C		3,205,917 <sup>(1)</sup>		07/16/2014	(1)	Common Stock	2,393,613 <sup>(1)</sup>	\$0.00	0	I	By Newport <sup>(2)</sup>
Secured Convertible Promissory Bridge Note	\$13.6088	05/17/2017		C		295,278		03/15/2017	(3)	Common Stock	295,278 <sup>(3)</sup>	\$0.00	0	I	By VLOC <sup>(3)</sup>
Bridge Common Stock Purchase Warrant (Tranche A)	\$13.6088	05/17/2017		A		39,180		03/24/2017	03/24/2027	Common Stock	39,180 <sup>(3)</sup>	\$0.00	39,180	I	By VLOC <sup>(3)</sup>
Bridge Common Stock Purchase Warrant (Tranche B)	\$13.6088	05/17/2017		A		39,180		04/17/2017	04/17/2027	Common Stock	39,180 <sup>(3)</sup>	\$0.00	39,180	I	By VLOC <sup>(3)</sup>
Bridge Common Stock Purchase Warrants (IPO Tranche 1)	\$13.6088	05/17/2017		A		39,180		05/11/2017	05/11/2027	Common Stock	39,180 <sup>(3)</sup>	\$0.00	39,180	I	By VLOC <sup>(3)</sup>
Bridge Common Stock Purchase Warrants (IPO Tranche 2)	\$13.6088	05/17/2017		A		39,180		05/11/2017	05/11/2027	Common Stock	39,180 <sup>(3)</sup>	\$0.00	39,180	I	By VLOC <sup>(3)</sup>

**Explanation of Responses:**

1. The 3,205,917 shares of Veritone Series A convertible preferred stock had no expiration date but automatically converted into 2,393,613 shares of Veritone common stock upon the closing of Veritone's initial public offering. The conversion price reported in Table II Column 8 reflects a .6 for-1 reverse stock split of the common stock effected in April 2017.
2. The reporting person is a trustee of his grantor trust, which is one of the managing members of Newport Coast Investments, LLC ("Newport"), and as such, Mr. Steelberg may be deemed a beneficial owner of shares of common stock directly held by Newport. 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 securities held by such entity, and Mr. Steelberg disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
3. At the effective date of the issuer's initial public offering ("IPO"), Veritone LOC I, LLC ("VLOC") held 150,000 shares of common stock and four warrants, each to purchase 30,000 shares of common stock. These shares and warrants were inadvertently omitted from the reporting person's Form 3, although the reporting person does not have any voting or dispositive power over the shares or warrants and disclaims beneficial ownership of these shares. The reporting person's grantor trust owns 50% of the membership interests in the Steel Veritone I Fund ("Steel Fund"), which owns 50% of the membership interests of VLOC. On May 17, 2017, upon completion of the IPO, (i) the number of shares underlying each warrant was automatically increased to 39,180 shares, and all of the outstanding principal and accrued interest in the issuer's secured convertible note payable to VLOC was converted into 295,278 shares of common stock. This filing shall not be deemed an admission that the reporting person
4. The reporting person's grantor trust owns 50% of the membership interests in NCI Investments, LLC ("NCI"), which is the Manager of BV16, LLC, but the reporting person does not have any voting or dispositive power with respect to these shares. As such, 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 securities held by such entity, and Mr. Steelberg disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

/s/ Ellen S. Bancroft, Attorney-in- 05/22/2017  
Fact

\*\* 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.

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