

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Veritone, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7370
(Primary Standard Industrial
Classification Code Number)

47-1161641
(I.R.S. Employer
Identification No.)

**575 Anton Blvd., Suite 900
Costa Mesa, CA 92626
(888) 507-1737**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Chad Steelberg
Chief Executive Officer
Veritone, Inc.
575 Anton Blvd., Suite 900
Costa Mesa, CA 92626
(888) 507-1737**

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

Copies to:

**Michael A. Hedge
David C. Lee
K&L Gates LLP
1 Park Plaza, Twelfth Floor
Irvine, California 92614
(949) 253-0900**

**Jeffrey B. Coyne
General Counsel and Secretary
Veritone, Inc.
575 Anton Blvd., Suite 900
Costa Mesa, California 92626
(888) 507-1737**

**Ryan C. Wilkins
Stradling, Yocca, Carlson & Rauth, P.C.
660 Newport Center Drive, Suite 1600
Newport Beach, California 92660
(949) 725-4000**

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-221570

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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 pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, par value of \$0.001 per share	201,250	\$23.00	\$4,628,750	\$577

- (1) The Registrant previously registered securities on a Registration Statement on FormS-1 (File No. 333-221570), which was declared effective on November 17, 2017. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional 201,250 shares of common stock having a proposed maximum aggregate offering price of \$4,628,750 is hereby registered, which includes an additional 26,250 shares that the underwriters have the option to purchase to cover over-allotments, if any.
- (2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended. The registration fee is based on the public offering price.
- (3) A registration fee of \$2,916 was previously paid in connection with the initial filing of the Registration Statement on FormS-1 (File No. 333-221570).

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, Veritone, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement on Form S-1 with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-221570), which the Registrant initially filed with the Commission on November 15, 2017 (the “Prior Registration Statement”), and which the Commission declared effective on November 17, 2017.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 201,250 shares, 26,250 of which are issuable upon exercise of the underwriters’ option to purchase shares of the Registrant’s common stock to cover over-allotments, if any. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Opinion of K&L Gates LLP.</u>
23.1	<u>Consent of Marcum LLP.</u>
23.2	<u>Consent of K&L Gates LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (filed as Exhibit 24.1 to the Registrant's Registration Statement on FormS-1 (File No. 333-221570), originally filed with the Securities and Exchange Commission on November 15, 2017 and incorporated by reference herein).</u>

K&L GATES

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November 17, 2017

Veritone, Inc.
575 Anton Blvd., Suite 900
Costa Mesa, California 92626

Ladies and Gentlemen:

We have acted as counsel for Veritone, Inc., a Delaware corporation (the "Company") in connection with the registration of shares of the Company's common stock, \$0.001 par value per share (the "Common Stock"), pursuant to a Registration Statement on Form S-1 (File No. 333-221570) (the "Initial Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), and a Registration Statement on Form S-1 relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement" and, together with the Initial Registration Statement, the "Registration Statement"). The 462(b) Registration Statement relates to the registration of 201,250 shares of Common Stock (the "Additional Shares").

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering such opinion, we have examined the Registration Statement, the most recent prospectus included in the Registration Statement on file with the Commission as of the date of this opinion letter, the Company's Third Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, and records of the corporate action of the Company relating to the Registration Statement and the authorization for issuance and sale of the Additional Shares and matters in connection therewith. We have also made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on a certificate of an officer of the Company. In rendering our opinion, we have also made the assumptions that are customary in opinion letters of this kind. We have not verified any of those assumptions.

Our opinion set forth below is limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, it is our opinion that the Additional Shares have been duly authorized by the Company and, when issued and paid for as contemplated by the form of underwriting agreement most recently filed as an exhibit to the Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm in the Registration Statement under the caption "Legal Matters." In giving our consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Yours truly,

/s/ K&L Gates LLP
K&L Gates LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the inclusion in this Registration Statement of Veritone, Inc. on Form S-1 of our report, which includes an explanatory paragraph as to the Company's ability to continue as a going concern dated March 15, 2017, except for the effects of the restatement as discussed in Note 2 and reverse stock split as discussed in Note 10 to the consolidated financial statements, as to which the date is April 20, 2017, with respect to our audits of the consolidated financial statements of Veritone, Inc. as of December 31, 2016 and 2015 and for the years then ended, which report appears in the Prospectus, which is part of this Registration Statement. We also consent to the reference to our Firm under the heading "Experts" in such Prospectus.

/s/ Marcum LLP
Marcum LLP
Irvine, California
November 16, 2017