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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 28, 2017**

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**Veritone, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38093**  
(Commission  
File Number)

**47-1161641**  
(IRS Employer  
Identification No.)

**575 Anton Boulevard, Costa Mesa, California 92626**  
(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: 888-507-1737**

**N/A**  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

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**Item 8.01. Other Events.**

On November 28, 2017, Veritone, Inc. (the “Company”) issued a press release announcing that the underwriters of its previously announced public offering of common stock have fully exercised their option to purchase an additional 146,250 shares at the public offering price of \$23.00 per share. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Press Release dated November 28, 2017.</u></a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 29, 2017

**Veritone, Inc.**

By: /s/ Jeffrey B. Coyne

Jeffrey B. Coyne  
Executive Vice President, General Counsel  
and Secretary



### **Veritone, Inc. Announces Full Exercise of Overallotment Option in Public Offering**

**COSTA MESA, CA** – November 28, 2017 – Veritone, Inc. (NASDAQ: VERI), a leading provider of cloud-based artificial intelligence (AI) analytics and cognitive solutions, today announced that the underwriters of its previously announced public offering of common stock have fully exercised their option to purchase an additional 146,250 shares at the public offering price of \$23.00 per share, resulting in additional net proceeds of approximately \$3.2 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by Veritone. After giving effect to the full exercise of the over-allotment option, the total number of shares sold by Veritone in the offering increased to 1,121,250 shares and the total net proceeds increased to approximately \$23.6 million.

These proceeds further increase the Company's cash and marketable securities balances, which totaled \$60.4 million at September 30, 2017. Veritone intends to use the net proceeds from the offering for working capital and other general corporate purposes, including potential future acquisitions of or investments in complementary businesses, services, technologies or intellectual property rights.

Roth Capital Partners and Craig-Hallum Capital Group LLC are acting as joint book-running managers of the offering.

The shares were issued pursuant to registration statements on Form S-1 that were declared effective by the Securities and Exchange Commission ("SEC") on November 17, 2017. Copies of the final prospectus relating to the offering may be obtained, when available, from Roth Capital Partners, Attention: Equity Capital Markets, 888 San Clemente Drive, Newport Beach, California 92660, by telephone at (800) 678-9147 or e-mail at [rothecm@roth.com](mailto:rothecm@roth.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, any security in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

#### **About Veritone, Inc.**

Veritone is a leading artificial intelligence company that has developed a unique platform, aiWARE, which unlocks the power of AI-based cognitive computing to transform and analyze unstructured public and private audio and video data for clients in a variety of markets, including media, politics, legal and government. The open platform integrates and orchestrates an ecosystem of best-of-breed cognitive engines, together with a suite of powerful applications, to reveal valuable, multivariate insights. aiWARE delivers unprecedented insights by unlocking data from linear files such as radio and TV broadcasts, surveillance footage and public and private content globally.

#### **Forward-Looking Statements**

Certain statements contained in this release, including the intended use of the proceeds of the offering, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Statements pertaining to future financial and/or operating results, future growth in technology, development, and potential opportunities for Veritone and its subsidiaries, along with other statements about the future expectations, beliefs, goals, plans, or prospects expressed by management constitute forward-looking statements. In addition, words such as "may," "will," "expect," "believe,"



“anticipate,” “intend,” “plan,” “should,” “could,” “estimate” or “continue” or the plural, negative or other variations thereof or comparable terminology are intended to identify forward-looking statements, and any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. These forward-looking statements speak only as of the date hereof, and are based on management’s current assumptions, beliefs and information. As such, the actual results could differ materially and adversely from those expressed in any forward-looking statement as a result of various factors. Actual results may differ materially from the results anticipated in these forward-looking statements and as such should be evaluated together with the many uncertainties that affect the business of Veritone and its subsidiaries, particularly those mentioned in the cautionary statements found in more detail in the “Risk Factors” section of its Registration Statement on Form S-1 and most recent Quarterly Report on Form 10-Q filed with the SEC (copies of which may be obtained at <https://www.sec.gov>). Subsequent events and developments may cause these forward-looking statements to change. Veritone specifically disclaims any obligation or intention to update or revise these forward-looking statements as a result of changed events or circumstances that occur after the date of this release, except as required by applicable law.

**Company Contact:**

Pete Collins, CFO  
Veritone, Inc.  
(888) 507-1737 x202  
[pcollins@veritone.com](mailto:pcollins@veritone.com)

**Investor Relations Contact:**

Scott Liolios and Matt Glover  
Liolios Group, Inc.  
(949) 574-3860  
[VERI@liolios.com](mailto:VERI@liolios.com)