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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 24, 2018

Veritone, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38093
(Commission
File Number)

47-1161641
(IRS Employer
Identification No.)

575 Anton Boulevard, Suite 100
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.)

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:

- 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.

Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) *Resignation of Director.*

On August 24, 2018, Frank E. Walsh, III provided notice of his resignation as a member of the Board of Directors (the “Board”) of Veritone, Inc. (the “Company”) effective as of that date. Mr. Walsh had been nominated as a director by Acacia Research Corporation (“Acacia”) pursuant to the Voting Agreement entered into among the Company, Acacia and certain other stockholders in August 2016 (the “Voting Agreement”). He was appointed to the Board in May 2017 and served continuously since that time. Mr. Walsh’s resignation does not involve any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Pursuant to the Voting Agreement, as this vacancy has been created by the resignation of a director nominated by Acacia, Acacia has the right to nominate a director to fill this vacancy.

(d) *Appointment of Director.*

On August 24, 2018, the Board approved the appointment of Paul A. Krieger as a member of the Board effective as of August 27, 2018, to fill the vacancy in Class II of the Board that was created by the resignation of Edward J. Treska on August 13, 2018. Mr. Krieger was nominated as a director by Acacia pursuant to the Voting Agreement. As a Class II director, Mr. Krieger will serve on the Board for a term expiring at the Company’s 2019 annual meeting of stockholders. The Board has not made any determinations as to the appointment of Mr. Krieger to any committees of the Board at this time.

For his service on the Board, Mr. Krieger will receive the regular cash compensation paid and equity compensation awarded by the Company to non-employee directors as described under the heading “Director Compensation” in the Company’s Proxy Statement filed with the Securities and Exchange Commission on June 1, 2018 in connection with its 2018 Annual Meeting of Stockholders. In addition, the Company has entered into a Director and Officer Indemnification Agreement with Mr. Krieger, effective August 27, 2018, in substantially the form previously filed as Exhibit 10.17 to the Company’s Registration Statement on Form S-1/A (No. 333-216726) filed with the Securities and Exchange Commission on April 28, 2017.

Mr. Krieger currently holds the position of Revenue Manager at Hortonworks, Inc., a publicly traded data management software company. Prior to joining Hortonworks in May 2016, he served in various accounting roles since 2010. Mr. Krieger also has over 15 years of experience as an equity research analyst, providing forensic accounting, financial statement and corporate governance analysis of public companies for investment management firms.

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.

August 29, 2018

VERITONE, INC.

By: /s/ Jeffrey B. Coyne

Jeffrey B. Coyne

Executive Vice President, General Counsel and Secretary