
**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): September 6, 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 (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.

Item 7.01. Regulation FD Disclosure.*

On September 10, 2018, the Company issued a press release announcing the closing of its acquisition of Machine Box, Inc. 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 8.01. Other Events.

On September 6, 2018 (the “Closing Date”), the Company closed its acquisition of Machine Box, Inc., a Delaware corporation (“Machine Box”), a developer of state-of-the-art machine learning technologies. The acquisition was effected pursuant to an Agreement and Plan of Merger dated August 31, 2018 (the “Merger Agreement”) by and among the Company, Project Magic Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of the Company (“Merger Sub”), Machine Box, and Aaron Edell, in his capacity as the representative of the stockholders of Machine Box. The Merger Agreement provided for the merger of Merger Sub with and into Machine Box (the “Merger”), with Machine Box surviving the Merger as a wholly owned subsidiary of the Company. Pursuant to the Merger Agreement, the Company paid initial consideration of \$2 million, which was adjusted based on Machine Box’s cash, indebtedness, transaction expenses and working capital as of the Closing Date (the “Initial Consideration”), and may also make contingent payments of up to an additional \$3 million (the “Contingent Consideration”) if Machine Box achieves certain technical development and integration milestones within 12 months after the Closing Date. The Initial Consideration was, and the Contingent Consideration (if paid) will be, comprised of 20% cash and 80% shares of Common Stock valued at (i) with respect to the Initial Consideration, \$11.86, which represents the volume weighted average trading price of the Common Stock for the 20-trading day period ended two trading days prior to the Closing Date and (ii) with respect to the Contingent Consideration, the volume weighted average trading price of the Common Stock for the 20-trading day period ended two trading days prior to the date on which the applicable payment of Contingent Consideration is made. A portion of the Initial Consideration was withheld by the Company to partially secure the indemnification obligations of the stockholders of Machine Box under the Merger Agreement.

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

**Exhibit
No.**

Description

The following exhibit is being furnished herewith:

99.1 [Press Release of Veritone, Inc., dated September 10, 2018, announcing the closing of its acquisition of Machine Box, Inc.*](#)

* The information furnished under Item 7.01 and Item 9.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

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: September 10, 2018

Veritone, Inc.

By: /s/ Jeffrey B. Coyne
Jeffrey B. Coyne
Executive Vice President, General Counsel
and Secretary

VERITONE ACQUIRES MACHINE BOX, EXTENDING ITS CAPABILITIES WITH NEW BUILDING BLOCKS FOR RAPID DEVELOPMENT OF ARTIFICIAL INTELLIGENCE SOLUTIONS

Acquisition adds a suite of powerful yet easy-to-use cognitive engines across multiple AI categories, for developers to customize, train and build upon as a toolkit within aiWARE™, the operating system for AI

COSTA MESA, Calif.-(BUSINESS WIRE)-September 10, 2018–Veritone Inc. (NASDAQ: VERI), the creator of the world’s first operating system for artificial intelligence, aiWARE™, today announced its acquisition of Machine Box, Inc., a developer of state-of-the-art machine learning technologies that give organizations a suite of simple yet robust tools and models to create customized AI engines that can be deployed to enhance new or existing business solutions. Machine Box provides an elegant reference architecture across multiple cognitive categories, including face and object recognition, text analytics, data classification and personalized recommendation. This intuitive toolkit provides developers a guide to design and deploy (on-premise or in the cloud) tailored AI engines. When coupled with the Veritone AI operating system, developers, systems integrators and end customers will be able to produce bespoke, end-to-end AI-informed solutions for their specific use cases that can be deployed anywhere, accommodating for security and regulatory compliance requirements.

A recent [Gartner, Inc. report](#)¹ predicted that by 2022, one-third of application development projects will leverage hosted AI services, with fewer than 5% of those application developers building their own AI models. Another Gartner report² outlined some of the challenges CIOs face in implementing home-grown, AI-based solutions, including the difficulty of acquiring all-encompassing internal skills to construct algorithms and train models, and to “monitor, maintain and govern the [AI] environment.” The combination of Machine Box’s proven tools with the flexibility and ease-of-use of Veritone’s aiWARE operating system will address these key barriers, making it easier for users to deploy configurable, future-proof solutions.

Chad Steelberg, Veritone’s Founder & CEO said, “A founding principle of Veritone’s philosophy and technology has been democratized, robust and platform-agnostic AI capabilities. Veritone’s unique AI operating system, ecosystem of hundreds of cognitive engines and intuitive set of applications have been a major step forward in making AI solutions accessible to a greater number of people and organizations than ever before. This acquisition is another major step on that path—Machine Box’s AI toolkit, which fits perfectly with Veritone’s portable architecture and standards, will allow technology-savvy individuals to quickly and easily train any number of cognitive engines to create custom models deployable where they need them to enhance their business offerings.”

Machine Box CEO Aaron Edell said, “We are very excited to be joining forces with Veritone—their global reach and established presence as a trusted AI software provider and standards setter, combined with Machine Box’s easy-to-use AI toolkit, will enable users to progress quickly from a standing start to sophisticated use of artificial intelligence. This will further democratize AI capabilities, and we believe that it will also go a long way toward establishing company-agnostic standards for AI technology.”

¹ [Gartner Says AI Technologies Will Be in Almost Every New Software Product by 2020](#)

² [The CIOs Journey to Artificial Intelligence: Learn then Leap](#)

The Machine Box toolkits will be made available as a part of the Veritone Developer application environment for existing and new accounts to leverage. To get started, sign up for a free account for Veritone Developer today at veritone.com/devsignup. To learn more about Machine Box, subscribe to the Machine Box blog at blog.machinebox.io/.

The consideration paid by Veritone in the acquisition was \$2.0 million, plus an earn-out of up to \$3.0 million based on the achievement of certain milestones. Such consideration is comprised of a combination of Veritone shares and cash.

About Veritone

Veritone (NASDAQ: VERI) has created the world's first operating system for artificial intelligence. Veritone's aiWARE operating system leverages the power of cognitive computing to transform and analyze audio, video and other data sources in an automated manner to generate actionable insights. The Veritone platform provides customers ease, speed and accuracy at low cost. Veritone has been among the first to be [recognized by AWS for Machine Learning Expertise](#), and has been [recognized by Oracle for Excellence in Application Development](#). To learn more, visit Veritone.com and interact with us on [Twitter](#) and [LinkedIn](#).

About Machine Box

Machine Box combines state-of-the-art Machine Learning technology with a first-class developer experience, and delivers it all inside Docker containers, making it the easiest way for developers to build and deploy artificial intelligence into their applications both in the cloud and on premises. Machine Box addresses a range of artificial intelligence use cases including facial detection and recognition, image and text classification, natural language processing, content recommendation and more.

Safe Harbor Statement

This news release contains forward-looking statements, including without limitation statements regarding the Gartner forecasts relating to application development projects, the expected integration of Machine Box's products with aiWARE and the expected benefits to customers. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimate" or "continue" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. Assumptions relating to the foregoing involve judgments and risks with respect to various matters which are difficult or impossible to predict accurately and many of which are beyond the control of Veritone. Certain of such judgments and risks are discussed in Veritone's SEC filings. Although Veritone believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the results contemplated in forward-looking statements will be realized. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by Veritone or any other person that their objectives or plans will be achieved. Veritone undertakes no obligation to revise the forward-looking statements contained herein to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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