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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): October 15, 2018

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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, 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.)

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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:

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

**(d) Appointment of Director.**

On October 15, 2018, Ms. Nayaki Nayyar was appointed as a member of the Board of Directors (the “Board”) of Veritone, Inc. (the “Company”). The Board appointed Ms. Nayyar to fill the vacancy in Class II of the Board. As a Class II director, Ms. Nayyar will serve on the Board for an initial term expiring at the Company’s 2019 annual meeting of stockholders. The Board has not made any determinations as to the appointment of Ms. Nayyar to any committees of the Board at this time.

The vacancy on the Board had been created by the resignation of Frank E. Walsh III on August 24, 2018. Pursuant to the Voting Agreement entered into among the Company, Acacia Research Corporation (“Acacia”) and certain other stockholders in August 2016, Acacia had the right to nominate a director to fill such vacancy, and Acacia has approved the appointment of Ms. Nayyar.

For her service on the Board, Ms. Nayyar 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 Ms. Nayyar, effective October 15, 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.

A copy of the press release issued by the Company announcing the appointment of Ms. Nayyar as a director is attached to this report as Exhibit 99.1.

**Item 9.01 – Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#"><u>Press release issued by the Company dated October 18, 2018.</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.

October 18, 2018

**VERITONE, INC.**

By: /s/ Jeffrey B. Coyne

Jeffrey B. Coyne

Executive Vice President, General Counsel and Secretary

**FOR IMMEDIATE RELEASE**

**VERITONE® ANNOUNCES APPOINTMENT OF NAYAKI NAYYAR  
TO ITS BOARD OF DIRECTORS**

**COSTA MESA, Calif. – (BUSINESS WIRE) OCTOBER 18, 2018** – Veritone Inc. (NASDAQ: VERI), the creator of the world’s first operating system for artificial intelligence, aiWARE™, today announced the appointment of Nayaki Nayyar to its Board of Directors. Nayyar was selected based on her technical expertise in enterprise cloud software and IoT technologies, and her extensive experience in leading large teams in complex global organizations through acquisitions, technology transitions and growth phases.

Nayyar is currently President of Digital Services Management at BMC Software, where she is leading the transformation of many market leading product lines into the cognitive era. Prior to joining BMC, Nayyar served as general manager and global head of SAP’s Internet of Things (IoT) division. She also held strategy and senior management positions with SAP’s Cloud business unit, where she drove significant growth in the company’s Cloud, CRM and mobile business units while managing large teams globally. Nayyar gained tremendous industry experience during her tenure at Shell and Valero, and was instrumental in Valero’s rapid growth into the largest independent refining company in North America. She holds a B.E. in Mechanical Engineering from Osmania University (India) and a M.S. in Computer Science from the University of Houston.

“We are very pleased to welcome Nayaki to Veritone’s Board of Directors and look forward to having her share her deep enterprise software knowledge and insights with our team to help us continue to advance the adoption of our artificial intelligence technology platform,” said Chad Steelberg, Veritone’s Chairman and CEO. “Nayaki’s contributions as a highly skilled technologist and general manager, coupled with her passion for the vision and mission of our company, make her a fantastic addition to our Board and will undoubtedly enhance our ongoing efforts to expand our best-in-class artificial intelligence applications and services worldwide.”

With the appointment of Nayyar, Veritone’s board consists of nine members, including: Chad Steelberg, Chairman and CEO of Veritone; Nathaniel Checketts, CEO of Rhone Apparel, Inc.; Jeff P. Gehl, Managing Partner of RCP Advisors; G. Louis Graziadio, III, President and CEO of Second Southern Corp.; Paul A. Krieger, Revenue Manager, Hortonworks; Knute P. Kurtz, former Managing Partner of the Orange County office of PricewaterhouseCoopers LLP; Christopher J. Oates, Founder and Managing Director of RimLight, LLC; and Ryan Steelberg, Co-Founder and President of Veritone.

**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](http://Veritone.com) and interact with us on [Twitter](#) and [LinkedIn](#).

**Contacts:**

**VERITONE**

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