
**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): December 10, 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, 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 8.01. Other Events.

On December 10, 2018, Veritone, Inc. (the “Company”) issued a press release announcing that it had received an unsolicited non-binding proposal from Apis Capital Management, on behalf of its private equity fund, Apis Ventures LLC (collectively, “Apis”), to acquire all outstanding shares of Veritone common stock for \$10.26 per share in cash. The Company’s Board of Directors is evaluating Apis’ proposal, and has raised questions regarding Apis’ ability to consummate the proposed transaction. 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.**

Exhibit No.	Description
99.1	Press Release dated December 10, 2018.

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: December 10, 2018

Veritone, Inc.

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

**VERITONE, INC. CONFIRMS RECEIPT OF UNSOLICITED PROPOSAL FROM
APIS CAPITAL MANAGEMENT
— Stockholders Advised to Take No Action At This Time —
— Veritone Raises Questions Regarding Apis Capital’s Ability to Consummate
Proposed Transaction —**

Costa Mesa, CA — (BUSINESS WIRE) — December 10, 2018 — Veritone, Inc. (NASDAQ: VERI) (“Veritone” or the “Company”) confirmed today that it has received an unsolicited, non-binding proposal from Apis Capital Management, on behalf of its private equity fund, Apis Ventures LLC (collectively, “Apis”) to acquire all outstanding shares of Veritone common stock for \$10.26 per share in cash.

On December 4, 2018, Veritone’s Board of Directors received a private letter from Apis making anon-binding proposal to acquire the Company for \$8.00 per share in cash, subject to completion of due diligence and other conditions. On December 6, 2018, the Company acknowledged receipt of the letter and indicated that its Board of Directors would be meeting to discuss the proposal, and would respond following that meeting. As part of its letter, the Company requested additional information from Apis regarding its financing for its proposal and its experience in executing transactions of this magnitude and scope. Apis’ response indicated that they do not have committed financing, and do not have any experience or track record in transactions of this nature.

Consistent with its fiduciary duties, Veritone’s Board, with the assistance of its independent financial and legal advisors, is evaluating today’s proposal. The Board will provide an update promptly following the completion of its review.

There are no assurances that a transaction will be reached or on what terms. Veritone stockholders are advised to take no action at this time.

GCA Advisors, LLC is serving as financial advisor to Veritone, and Gibson, Dunn & Crutcher LLP is acting as Veritone’s legal counsel.

About Veritone, Inc.

Veritone (Nasdaq: VERI) is a leading provider of artificial intelligence (AI) technology and solutions. The company’s proprietary operating system, aiWARE™, orchestrates an expanding ecosystem of machine learning models to transform audio, video and other data sources into actionable intelligence. aiWARE can be deployed in public or private cloud environments, or on the customer’s premises. Its open architecture enables customers in the media and entertainment, legal and compliance, and government sectors to easily deploy applications that leverage the power of AI to dramatically improve operational efficiency and effectiveness. Veritone is headquartered in Costa Mesa, California with over 300 employees, and has offices in Denver, London, New York, San Diego, and Seattle. To learn more, visit Veritone.com.

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