

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

---

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 6)\***

---

**Veritone, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.001**  
(Title of Class of Securities)

**92347M 10 0**  
(CUSIP Number)

**Chad Steelberg and  
Ryan Steelberg  
c/o Veritone, Inc.  
575 Anton Boulevard  
Costa Mesa, CA 92626  
(888) 507-1737**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**January 8, 2021**  
(Date of Event Which Requires Filing of This Statement)

---

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

---

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

---

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

|  |  |  |
|--|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION OF ABOVE PERSON<br><br>Chad Steelberg                                  |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | SOURCE OF FUNDS<br><br>OO  |  |
| <b>5</b>   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br><br><input type="checkbox"/>  |  |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>United States of America   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | <b>7</b>   | SOLE VOTING POWER<br><br>3,185,495 shares of Common Stock        |
|  | <b>8</b>   | SHARED VOTING POWER<br><br>1,571,092 shares of Common Stock      |
|  | <b>9</b>   | SOLE DISPOSITIVE POWER<br><br>3,185,495 shares of Common Stock   |
|  | <b>10</b>  | SHARED DISPOSITIVE POWER<br><br>1,571,092 shares of Common Stock |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>4,756,587 shares of Common Stock                     |  |
| <b>12</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*<br><br><input type="checkbox"/>                   |  |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>13.7%  |  |
| <b>14</b>  | TYPE OF REPORTING PERSON<br><br>IN   |  |

|  |  |  |
|--|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION OF ABOVE PERSON<br><br>Ryan Steelberg                                  |  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | SOURCE OF FUNDS<br><br>OO  |  |
| <b>5</b>   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br><br><input type="checkbox"/>  |  |
| <b>6</b>   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>United States of America   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | <b>7</b>   | SOLE VOTING POWER<br><br>4,629,851 shares of Common Stock      |
|  | <b>8</b>   | SHARED VOTING POWER<br><br>294,283 shares of Common Stock      |
|  | <b>9</b>   | SOLE DISPOSITIVE POWER<br><br>4,629,851 shares of Common Stock |
|  | <b>10</b>  | SHARED DISPOSITIVE POWER<br><br>294,283 shares of Common Stock |
| <b>11</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>4,924,134 shares of Common Stock                     |  |
| <b>12</b>  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*<br><br><input type="checkbox"/>                   |  |
| <b>13</b>  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>14.3%  |  |
| <b>14</b>  | TYPE OF REPORTING PERSON<br><br>IN   |  |

This statement constitutes Amendment No. 6 (“Amendment No. 6”) to the Statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on October 3, 2017, as previously amended by the Amendment No. 1 to the Statement on Schedule 13D filed with the SEC on March 20, 2018, the Amendment No. 2 to the Statement on Schedule 13D filed with the SEC on May 16, 2018, the Amendment No. 3 to the Statement on Schedule 13D filed with the SEC on April 24, 2020, the Amendment No. 4 to the Statement on Schedule 13D filed with the SEC on June 29, 2020, and the Amendment No. 5 to the Statement on Schedule 13D filed with the SEC on September 30, 2020 (collectively, the “Schedule 13D”), jointly by (i) Chad Steelberg, an individual and (ii) Ryan Steelberg, an individual, relating to the shares of Common Stock, par value \$0.001 (the “Shares”), of Veritone, Inc., a Delaware corporation (the “Issuer”). The foregoing persons are sometimes referred to in the Schedule 13D, as amended by this Amendment No. 6, as a “Reporting Person” and collectively as the “Reporting Persons.”

This Amendment No. 6 amends the Schedule 13D as specifically set forth herein. All capitalized terms contained but not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D. Responses to each item of the Schedule 13D, as amended by this Amendment No. 6, are incorporated by reference into the responses to each other item, as applicable.

### **Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby amended to add the following information:

On December 8, 2020, Ryan Steelberg, as Trustee of the RSS Living Trust, gifted to an irrevocable trust for the benefit of his children a total of 100,000 Shares, with respect to which he no longer has any voting or dispositive power.

### **Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended to add the following information:

On January 8, 2021, the Issuer achieved the first stock price milestone, and on January 12, 2021, the Issuer achieved the second stock price milestone, applicable to the CEO Award and the President Award. As a result, the first two installments of the CEO Award, representing options to purchase an aggregate of 1,206,600 Shares, and the first two installments of the President Award, representing options to purchase an aggregate of 904,950 Shares, have vested and become exercisable. Accordingly, such Shares are now included in the total Shares reported as beneficially owned by the Reporting Persons.

As of the date of this Amendment No. 6 to the Schedule 13D, the third installment of each of the CEO Award and the President Award has not become exercisable, and the date on which such installment will become exercisable is not determinable. Accordingly, the Shares underlying the third installment of each of the CEO Award and the President Award have not been included in the total Shares reported as beneficially owned by the Reporting Persons.

### **Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The percentage of Shares beneficially owned by each Reporting Person is based on 31,799,354 Shares of the Issuer that were outstanding as of December 31, 2020.

The information contained on the cover pages of this Amendment No. 6 to the Schedule 13D for the beneficial ownership of each of the Reporting Persons is incorporated herein by reference. The Reporting Persons collectively beneficially own an aggregate of 9,386,438 Shares, representing 25.1% of such outstanding Shares. The Shares deemed to be beneficially owned by each Reporting Person are shown in the tables below.

Reporting Person: Chad Steelberg

| Record Holder  | Total No. of<br>Shares<br>Beneficially<br>Owned by<br>Record Holder | Sole Voting<br>and<br>Dispositive<br>Power | Shared<br>Voting and<br>Dispositive<br>Power | Percent of<br>Class Held |
|--|---|--|--|--------------------------|
| Chad Steelberg <sup>(1)</sup>                        | 3,025,069   | 3,025,069                                  | 0  |                          |
| CSVH, LLC  | 160,426   | 160,426                                    | 0  |                          |
| James Steelberg                                      | 425,603   | 0  | 425,603                                      |                          |
| Anna Steelberg                                       | 425,603   | 0  | 425,603                                      |                          |
| Cristina Steelberg, as Custodian for Logan Steelberg | 425,603   | 0  | 425,603                                      |                          |
| Steel Veritone Fund I, LLC (“SVF”) <sup>(2)</sup>    | 294,283   | 0  | 294,283                                      |                          |
| <b>Total</b>   | <b>4,756,587</b>  | <b>3,185,495</b>                           | <b>1,571,092</b>                             | <b>13.7%</b>             |

- (1) Includes options to purchase 2,873,015 Shares that are exercisable within 60 days after January 12, 2021, and 72,633 Shares that are issuable within 60 days after January 12, 2021 upon the settlement of restricted stock units held by Chad Steelberg, which vested on January 3, 2021 but have not yet been settled by the Issuer.
- (2) Includes warrants to purchase an aggregate of 78,362 Shares that are exercisable within 60 days after January 12, 2021.

Reporting Person: Ryan Steelberg

| Record Holder                             | Total No. of<br>Shares<br>Beneficially<br>Owned by<br>Record Holder | Sole Voting<br>and<br>Dispositive<br>Power | Shared<br>Voting and<br>Dispositive<br>Power | Percent of<br>Class Held |
|---|---|--|--|--------------------------|
| Ryan Steelberg <sup>(1)</sup>             | 2,594,405   | 2,594,405                                  | 0  |                          |
| Ryan Steelberg, Trustee, RSS Living Trust | 32,097  | 32,097                                     | 0  |                          |
| RVH, LLC                                  | 2,003,349   | 2,003,349                                  | 0  |                          |
| SVF <sup>(2)</sup>                        | 294,283   | 0  | 294,283                                      |                          |
| <b>Total</b>                              | <b>4,924,134</b>  | <b>4,629,851</b>                           | <b>294,283</b>                               | <b>14.3%</b>             |

- (1) Consists of options to purchase 2,521,772 Shares that are exercisable within 60 days after January 12, 2021, and 72,633 Shares that are issuable within 60 days after January 12, 2021 upon the settlement of restricted stock units held by Ryan Steelberg, which vested on January 3, 2021 but have not yet been settled by the Issuer.
- (2) Includes warrants to purchase an aggregate of 78,362 Shares that are exercisable within 60 days after January 12, 2021.

Chad Steelberg is the sole member and manager of CSVH, LLC and, accordingly, has sole voting and dispositive power with respect to all Shares held by CSVH, LLC. Chad Steelberg may be deemed to have shared voting and dispositive power with respect to the Shares held by two of his children, and by his spouse as custodian for his minor child, all of whom reside in his household. The address for his children and spouse is c/o Veritone, Inc., 575 Anton Boulevard, Costa Mesa, CA 92626. His children are students and his spouse is not employed. All such individuals are U.S. citizens. During the past five years, none of such individuals has been convicted of a criminal proceeding (excluding traffic violations or similar misdemeanors), and none of such individuals has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Ryan Steelberg is the sole member and manager of RVH, LLC and, accordingly, has sole voting and dispositive power with respect to all Shares held by RVH, LLC.

The grantor trust of each of Chad Steelberg and Ryan Steelberg is the record holder of 50% of the membership interests of SVF, and each of Chad Steelberg and Ryan Steelberg is a trustee of his respective grantor trust. Chad Steelberg is the Manager of SVF. As such, Chad Steelberg and Ryan Steelberg are each deemed to beneficially own the Shares held of record by SVF, and the warrants to purchase Shares held by SVF, and share voting power and dispositive power with respect to all of such Shares.

(b) See the information in subsection (a) above and contained on the cover pages of this Amendment No. 6 to the Schedule 13D, which is incorporated herein by reference.

---

(c) There have been no transactions with respect to Shares of the Issuer within the last 60 days by the Reporting Persons, other than (i) the gift of Shares by Ryan Steelberg as described in Item 3 above, (ii) the vesting of the first and second installments of the CEO Award and the President Award as described in Item 4 above, (iii) the vesting of restricted stock units representing the right to receive 72,633 Shares held by each of Chad Steelberg and Ryan Steelberg, and (iv) the vesting of additional options to purchase 5,667 Shares and 2,834 Shares held by Chad Steelberg and Ryan Steelberg, respectively, which restricted stock units and options and associated vesting schedules have been previously disclosed in the Schedule 13D.

(d) Not applicable.

(e) Not applicable.

---

**SIGNATURES**

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this Amendment No. 6 to the Schedule 13D with respect to such person is true, complete and correct.

Dated: January 15, 2021

*/s/ Chad Steelberg*

\_\_\_\_\_  
CHAD STEELBERG

*/s/ Ryan Steelberg*

\_\_\_\_\_  
RYAN STEELBERG