As filed with the U.S. Securities and Exchange Commission on July 14, 2026

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Veritone, Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**47-1161641** (I.R.S. Employer Identification No.)
5291 California Avenue, Suite 350 **Irvine, California** (Address of Principal Executive Offices)	**92617** (Zip Code)

Veritone, Inc. Second Amended and Restated 2023 Equity Incentive Plan
(Full title of the plan)

Ryan Steelberg
Chief Executive Officer
Veritone, Inc.
5291 California Avenue, Suite 350
Irvine, California 92617
(Name and address of agent for service)

(888) 507-1737
(Telephone number, including area code, of agent for service)

Copies to:

Michael L. Zemetra **Chief Financial Officer** **Veritone, Inc.** **5291 California Avenue, Suite 350** **Irvine, California 92617** **(888) 507-1737**	**John-Paul Motley** **Logan Tiari** **Cooley LLP** **350 S. Grand Avenue, Suite 3200** **Los Angeles, California 90071** **(213) 561-3250**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

Veritone, Inc. (the "***Registrant***" or the "***Company***") is filing this registration statement on Form S-8 (the "***Registration Statement***") with the Securities and Exchange Commission (the "***SEC***") to register the offering of an additional 3,000,000 shares of common stock, par value $0.001 per share (the "***Common Stock***"), of the Registrant, pursuant to the Veritone, Inc. Second Amended and Restated 2023 Equity Incentive Plan (as amended, the "***2023 Plan***").

The Registrant previously registered shares of its Common Stock for issuance under the 2023 Plan on Registration Statements on Post-Effective Amendments No. 1 to Registration Statements on Form S-8 (File Nos. 333-217990, 333-227477, 333-237114, 333-253961, 333-262499 and 333-271032) filed with the SEC on June 21, 2023, and on Registration Statements on Form S-8 filed with the SEC on June 21, 2023 (File No. 333-272791) and April 15, 2026 (File No. 333-295066) (collectively, the "***Prior Registration Statements***"). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated by reference into this Registration Statement by reference to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the SEC, are incorporated by reference into this Registration Statement:

(i) the Company's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on April 15, 2026, and Amendment No. 1 to Annual Report on Form 10-K/A, filed with the SEC on April 29, 2026;

(ii) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, filed with the SEC on May 14, 2026;

(iii) the Company's Current Reports on Form 8-K filed with the SEC on April 14, 2026, April 28, 2026, May 21, 2026, June 10, 2026 and July 10, 2026 (each to the extent the information in such reports is filed and not furnished); and

(iv) the description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A (File No. 001-38093), filed with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), on May 11, 2017, as updated by the description of the Company's common stock contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on April 15, 2026.

In addition, all documents filed by the Company with the SEC pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items), after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in the documents incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified, superseded, or replaced for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference in this Registration Statement modifies, supersedes, or replaces such statement. Any such statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this Registration Statement.

Item 8. Exhibits.

		Incorporated by Reference			
Exhibit Number	**Description**	**Form**	**File No.**	**Exhibit**	**Filing Date**
3.1	Fourth Amended and Restated Certificate of Incorporation of Veritone, Inc.	8-K	001-38093	3.1	6/16/2025
3.2	Certificate of Amendment to Fourth Amended and Restated Certificate of Incorporation of Veritone, Inc.	8-K	001-38093	3.1	7/10/2026
3.3	Amended and Restated Bylaws of Veritone, Inc.	8-K	001-38093	3.2	5/23/2017
4.1	Specimen Stock Certificate evidencing the shares of the Registrant's common stock.	S-1/A	333-216726	4.1	4/28/2017

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.2	Description of Registrant's securities registered under Section 12 of the Exchange Act.	10-K	001-38093	4.3	4/15/2026
4.3	Indenture, dated as of November 19, 2021, by and among Veritone, Inc. and U.S. Bank National Association, as trustee.	8-K	001-38093	4.1	11/22/2021
4.4	Form of Warrant issued pursuant to Term Loan.	8-K	001-38093	4.1	12/14/2023
4.5	Registration Rights Agreement, dated December 13, 2023, by and among Veritone, Inc. and the investors identified therein.	8-K	001-38093	4.2	12/14/2023
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Grant Thornton LLP, independent registered public accounting firm.				
23.2*	Consent of Cooley LLP (contained in the opinion filed as Exhibit 5.1 hereto).				
24.1*	Power of Attorney (included in the signature page of this Registration Statement).				
99.1	Second Amended and Restated 2023 Equity Incentive Plan.	8-K	001-38093	10.1	7/10/2026
107*	Filing Fee Table.				

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irvine, State of California, on this 14th day of July, 2026.

VERITONE, INC.

By: /s/ RYAN STEELBERG
Ryan Steelberg
President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Ryan Steelberg and Michael L. Zemetra, and each of them, as his or her true and lawful agents, proxies and attorneys-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ RYAN STEELBERG Ryan Steelberg	*President and Chief Executive Officer* (Principal Executive Officer and Director)	July 14, 2026
/s/ MICHAEL L. ZEMETRA Michael L. Zemetra	*Executive Vice President, Chief Financial Officer and Treasurer* (Principal Financial and Accounting Officer)	July 14, 2026
/s/ MICHAEL KEITHLEY Michael Keithley	Director	July 14, 2026
/s/ KNUTE P. KURTZ Knute P. Kurtz	Director	July 14, 2026
/s/ FRANCISCO MORALES Francisco Morales	Director	July 14, 2026
/s/ RICHARD H. TAKETA Richard H. Taketa	Director	July 14, 2026
/s/ MICHAEL ZILIS Michael Zilis	Director	July 14, 2026

Exhibit 5.1

Cooley

John-Paul Motley
T: +1 213 561 3204
jmotley@cooley.com

July 14, 2026

Veritone, Inc.
5291 California Avenue, Suite 350
Irvine, CA 92617

Re: Veritone, Inc. – Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Veritone, Inc., a Delaware corporation (the "***Company***"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "***Registration Statement***") with the Securities and Exchange Commission (the "***Commission***") covering the offering of up to 3,000,000 shares (the "***Shares***") of its common stock, par value $0.001 per share, pursuant to the Company's Second Amended and Restated 2023 Equity Incentive Plan (the "***Plan***").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan, and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed solely with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ John-Paul Motley
John-Paul Motley

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated April 15, 2026 with respect to the consolidated financial statements of Veritone, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2025, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

Phoenix, Arizona
July 14, 2026

Calculation of Filing Fee Tables

S-8

Veritone, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock	Other	3,000,000	$ 1.21	$ 3,630,000.00	0.0001381	$ 501.31
				Total Offering Amounts:		$ 3,630,000.00		$ 501.31
				Total Fee Offsets:				$ 0.00
				Net Fee Due:				$ 501.31

Offering Note

1 Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this registration statement shall also cover any additional shares of common stock of Veritone, Inc. (the "Registrant") that become issuable under the Registrant's Second Amended and Restated 2023 Equity Incentive Plan (the "2023 Plan") set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock, as applicable. Proposed maximum offering price per share is estimated in accordance with Rule 457(c) and Rule 457(h) solely for purposes of calculating the registration fee. The offering price per share is based upon $1.21, which is the average of the high and low selling prices of the Registrant's common stock as reported on The Nasdaq Stock Market LLC on July 9, 2026, which date is within five business days prior to the filing of this registration statement.

Table 2: Fee Offset Claims and Sources ☑**Not Applicable**

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
					Rule 457(p)							
Fee Offset Claims												
Fee Offset Sources												