

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * GRAZIADIO G LOUIS III <small>(Last) (First) (Middle)</small> 149 PALOS VERDES BLVD., SUITE G <small>(Street)</small> REDONDO BEACH, CA 90277 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Veritone, Inc. [VERI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 3. Date of Earliest Transaction (Month/Day/Year) 09/14/2018 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|-----------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/14/2018 | | P | | 3,100 | A | \$ 10.3696 (1) | 145,300 | I | By Graziadio Family Trust (2) |
| Common Stock | 09/14/2018 | | P | | 5,900 | A | \$ 10.3696 (3) | 14,700 | I | By Graziadio Dynasty Trust II (4) |
| Common Stock | | | | | | | | 98,308 | D | |
| Common Stock | | | | | | | | 8,200 | I | By Annuity Trust (5) |
| Common Stock | | | | | | | | 3,300 | I | By Ginarra (6) |
| Common Stock | | | | | | | | 1,800 | I | By spouse |
| Common Stock | | | | | | | | 2,700 | I | By minor child (7) |
| Common Stock | | | | | | | | 2,700 | I | By minor child (8) |
| Common Stock | | | | | | | | 16,636 | I | By Ginmarra (9) |
| Common Stock | | | | | | | | 4,775 | I | By Gino Trust (10) |
| Common Stock | | | | | | | | 4,775 | I | By Marianna Trust (11) |
| Common Stock | | | | | | | | 2,500 | I | By Foundation (12) |
| Common Stock | | | | | | | | 61,406 | I | By Boss Holdings, Inc. (13) |
| Common Stock | | | | | | | | 4,289 | I | By Western Metals Corporation (14) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| | | | | | | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAZIADIO G LOUIS III 149 PALOS VERDES BLVD. SUITE G REDONDO BEACH, CA 90277 | X | | | |

Signatures

| | | |
|---------------------------------------------------------------|--|---------------------|
| /s/Jeffrey B. Coyne, as attorney-in-fact for reporting person | | 09/18/2018 |
| <small>**Signature of Reporting Person</small> | | <small>Date</small> |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reflects the weighted-average purchase price for an aggregate of 3,100 shares purchased in multiple transactions at prices ranging from \$10.26 to \$10.50 per share.
(1) Reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

These shares are owned by the Graziadio Family Trust u/d/t 11/13/75 ("GFT"), an irrevocable trust established by Mr. Graziadio for the benefit of his children. Mr.
(2) Graziadio is neither a trustee nor a beneficiary of GFT and disclaims beneficial ownership of the shares owned by GFT except to the extent of the pecuniary interest of his minor children in such shares.

Reflects the weighted-average purchase price for an aggregate of 5,900 shares purchased in multiple transactions at prices ranging from \$10.26 to \$10.50 per share.
(3) Reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(4) These shares are owned by the Graziadio Dynasty Trust II for the benefit of reporting person.

These shares are owned by the George & Reva Graziadio Charitable Lead Annuity Trust ("Annuity Trust") as to which Mr. Graziadio is the trustee and the minor children of
(5) Mr. Graziadio are remainder beneficiaries. Mr. Graziadio disclaims beneficial ownership of the shares owned by the Annuity Trust except to the extent of the pecuniary interest of his minor children in such shares.

(6) These shares are owned by Ginarra Partners, LLC ("Ginarra"), a limited liability company majority owned by GFT and as to which Mr. Graziadio serves as president of the manager. Mr. Graziadio disclaims beneficial ownership of the shares owned by Ginarra except to the extent of the pecuniary interest of his minor children in such shares.

(7) These shares are held by reporting person as custodian for his minor child, George L. Graziadio IV.

(8) These shares are held by reporting person as custodian for his minor child, Marianna R. Graziadio.

(9) These shares are owned by Ginmarra Investors Fund 1 LLC ("Ginmarra"), a limited liability company majority owned by GFT and Ginarra and as to which Mr. Graziadio serves as president of the manager. Mr. Graziadio disclaims ownership of the shares owned by Ginmarra except to the extent of his pecuniary interest in such shares.

These shares are owned by George & Reva Graziadio Grandchildren Trust II for the benefit of the minor child of Mr. Graziadio, George L. Graziadio IV ("Gino Trust"). Mr.
(10) Graziadio is the trustee of the Gino Trust, but disclaims beneficial ownership of the shares owned by the Gino Trust except to the extent of the pecuniary interest of his minor child in such shares.

These shares are owned by George & Reva Graziadio Grandchildren Trust II for the benefit of the minor child of Mr. Graziadio, Marianna Graziadio ("Marianna Trust").

(11) Mr. Graziadio is the trustee of the Marianna Trust, but disclaims beneficial ownership of the shares owned by the Marianna Trust except to the extent of the pecuniary interest of his minor child in such shares.

These shares are owned by the George and Reva Graziadio Foundation (the "Foundation"), a charitable foundation established by the parents of Mr. Graziadio, as to which (12) Mr. Graziadio has no pecuniary interest. Mr. Graziadio is one of three directors of the Foundation, does not have the right to control disposition of the shares owned by the Foundation and disclaims beneficial ownership of the shares owned by the Foundation as he has no pecuniary interest in such shares.

These shares are owned by Boss Holdings, Inc. ("Boss Holdings"), a corporation as to which Mr. Graziadio, GFT and Ginarra together are majority shareholders and Mr. (13) Graziadio is chairman and chief executive officer. Mr. Graziadio disclaims beneficial ownership of the shares owned by Boss Holdings except to the extent of his pecuniary interest in such shares.

These shares are owned by Western Metals Corporation ("Western Metals"), a corporation as to which GFT and Ginarra beneficially own a significant pecuniary interest (14) and Mr. Graziadio is the president. Mr. Graziadio disclaims beneficial ownership of the shares owned by Western Metals except to the extent of his pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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