

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GANLEY JOHN A JR			2. Issuer Name and Ticker or Trading Symbol Veritone, Inc. [VERI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP, Human Resources				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2019							
C/O VERITONE, INC., 575 ANTON BOULEVARD										
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			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				
COSTA MESA, CA 92626										
(City)	(State)	(Zip)	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	02/12/2019		A		16,845 <u>(1)</u>	A	\$ 0	19,845 <u>(2)</u>	D	

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

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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					
Stock Option (right to buy)	\$ 5.65	02/12/2019		A		15,000		<u>(3)</u>	02/12/2029	Common Stock 15,000	\$ 0	15,000	D	
Stock Option (right to buy)	\$ 5.65	02/12/2019		A		26,001		<u>(4)</u>	02/12/2029	Common Stock 26,001	\$ 0	26,001	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GANLEY JOHN A JR C/O VERITONE, INC. 575 ANTON BOULEVARD COSTA MESA, CA 92626			EVP, Human Resources	

Signatures

/s/Jeffrey B. Coyne, as attorney-in-fact for reporting person	02/13/2019
Signature of Reporting Person	Date

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).

- (1) Consists of restricted stock units representing the right to receive upon vesting a total of 16,845 shares of the issuer's common stock. All such restricted stock units will vest on January 3, 2020, subject to the continuous service of reporting person with the issuer.
- (2) Includes a total of 2,000 shares acquired by reporting person through the Employee Stock Purchase Plan of the issuer on July 31, 2018 and January 31, 2019.
- (3) 25% of the shares subject to the option will vest on the first anniversary of the grant date, and 1/48th of the shares subject to the option will vest in monthly installments thereafter, subject to the continuous service of reporting person with the issuer.
- (4) Stock option will become exercisable in three equal tranches based on the achievement of stock price goals for the common stock of the issuer of \$49.15 per share, \$98.31 per share and \$196.62 per share, respectively, subject to the continuous service of reporting person with the issuer.

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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