

FORM 4

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

OMB APPROVAL

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

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 Steelberg Chad (Last) (First) (Middle) C/O VERITONE, INC., 575 ANTON BOULEVARD (Street) COSTA MESA, CA 92626 (City) (State) (Zip)	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 checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO, Chairman of the Board
3. Date of Earliest Transaction (Month/Day/Year) 04/24/2020		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
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	04/29/2020		A		72,633 (1)	A	\$ 0	137,359	D	
Common Stock	04/24/2020		G(2)	V	554,000	D	\$ 0	1,276,809 (3)	I	Held in family trust (4)
Common Stock	04/24/2020		G(5)	V	425,603	D	\$ 0	851,206	I	Held in family trust (4)
Common Stock	04/24/2020		G(6)	V	425,603	D	\$ 0	425,603	I	Held in family trust (4)
Common Stock	04/24/2020		G(7)	V	425,603	D	\$ 0	0	I	Held in family trust (4)
Common Stock	04/24/2020		G(5)	V	425,603	A	\$ 0	425,603	I	Held by son (8)
Common Stock	04/24/2020		G(6)	V	425,603	A	\$ 0	425,603	I	Held by daughter (9)
Common Stock	04/24/2020		G(7)	V	425,603	A	\$ 0	425,603	I	Held by spouse as custodian (10)
Common Stock								215,921	I	Held by Steel Veritone Fund I, LLC (11)
Common Stock								160,426 (12)	I	Held by CSVH, LLC (13)

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	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Steelberg Chad C/O VERITONE, INC. 575 ANTON BOULEVARD COSTA MESA, CA 92626	X	X	CEO, Chairman of the Board	
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Signatures

/s/Jeffrey B. Coyne, as attorney-in-fact for reporting person		05/01/2020
 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 72,633 shares of the issuer's common stock. All such restricted stock units will vest on January 3, 2021, subject to the continuous service of reporting person with the issuer.
- (2) Shares were transferred by reporting person, as trustee of his grantor trust, by gift to an irrevocable trust for the benefit of his children and to various other family members. Reporting person no longer has any pecuniary interest in, or voting or dispositive control over, such shares.
Prior to the gifts by reporting person, as trustee of his grantor trust, which are being reported voluntarily on this Form 4, 1,677,693 shares had been distributed by Newport Coast Investments, LLC ("Newport") and 294,984 shares had been distributed by NCI Investments, LLC ("NCI") to reporting person, as trustee of his grantor trust, pursuant to pro rata distributions to the members of Newport and NCI. Reporting person had previously reported the aggregate number of the shares held by Newport and NCI as indirectly owned and disclaimed beneficial ownership of such shares except to the extent of his pecuniary interest therein. While such distributions have resulted in reporting person now reporting fewer shares owned, they did not change his pecuniary interest in the shares previously held by Newport and NCI, and such distributions represented a change in form of ownership only.
- (3) Shares are held by reporting person as trustee of his grantor trust.
- (4) Shares were transferred by reporting person, as trustee of his grantor trust, by gift to his son.
- (5) Shares were transferred by reporting person, as trustee of his grantor trust, by gift to his daughter.
- (6) Shares were transferred by reporting person, as trustee of his grantor trust, by gift to his spouse, as custodian for his minor daughter.
- (7) Shares are held by reporting person's son. Reporting person disclaims beneficial ownership of such shares.
- (8) Shares are held by reporting person's daughter. Reporting person disclaims beneficial ownership of such shares.
- (9) Shares are held by reporting person's spouse, as custodian for his minor daughter. Reporting person disclaims beneficial ownership of such shares.
- (10) Shares are held by Steel Veritone Fund I, LLC ("SVF"). Reporting person is the Manager of SVF (and his grantor trust owns 50% of the membership interests in SVF) and, as such, reporting person may be deemed a beneficial owner of such shares. Reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
Consists of 141,868 shares received by reporting person, as trustee of his grantor trust, from the pro rata distributions by Newport and NCI, and 18,558 shares previously held by reporting person directly.
- (11) Reporting person has contributed all such shares to CSVH, LLC, of which he is the sole member and manager, in exchange for membership interests. Such contributions represent a change in form of ownership only.
- (12) Shares are held by CSVH, LLC, a limited liability company. Reporting person is the sole manager and member of CSVH, LLC.

Remarks:
Box 3 reflects the date of the gifts that are being reported voluntarily on this Form 4. The date of the earliest transaction required to be reported on this Form 4 is April 29, 2020.

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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