

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
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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 * GRAZIADIO G LOUIS III | | 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) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/24/2020 | | |
| 149 PALOS VERDES BLVD., SUITE G | | | 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 |
| (Street) REDONDO BEACH, CA 90277 | | | | | |
| (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 | 07/24/2020 | | A | | 6,925 (1) | A | \$ 0 | 135,265 | D | |
| Common Stock | | | | | | | | 321,499 | I | By Graziadio Family Trust (2) |
| Common Stock | | | | | | | | 8,200 | I | By Annuity Trust (3) |
| Common Stock | | | | | | | | 6,600 | I | By Ginarra (4) |
| Common Stock | | | | | | | | 3,500 | I | By spouse |
| Common Stock | | | | | | | | 4,700 | I | By son |
| Common Stock | | | | | | | | 4,700 | I | By daughter |
| Common Stock | | | | | | | | 16,636 | I | By Ginmarra (5) |
| Common Stock | | | | | | | | 4,775 | I | By Gino Trust (6) |
| Common Stock | | | | | | | | 4,775 | I | By Marianna Trust (7) |
| Common Stock | | | | | | | | 2,500 | I | By Foundation (8) |
| Common Stock | | | | | | | | 61,406 | I | By Boss Holdings, Inc. (9) |
| Common Stock | | | | | | | | 4,289 | I | By Western Metals Corporation (10) |
| Common Stock | | | | | | | | 14,700 | I | By Graziadio Dynasty Trust II (11) |

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) | | | | 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 | 08/05/2020 |
|  | 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).

Consists of restricted stock units representing the right to receive upon vesting a total of 6,925 shares of the issuer's common stock, which have been granted to reporting person pursuant to the automatic grant provisions of the issuer's 2017 Stock Incentive Plan. All such restricted stock units will vest on the earlier of (i) July 24, 2021, and (ii) the day immediately preceding the date of the issuer's 2021 annual meeting of stockholders.

(1) 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 children in such shares.

(3) 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 children of 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 children in such shares.

(4) 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 children in such shares.

(5) 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.

(6) These shares are owned by George & Reva Graziadio Grandchildren Trust II for the benefit of the son of Mr. Graziadio, George L. Graziadio IV ("Gino Trust"). Mr.

(7) 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 son in such shares.

(8) These shares are owned by George & Reva Graziadio Grandchildren Trust II for the benefit of the daughter of Mr. Graziadio, Marianna Graziadio ("Marianna Trust"). 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 daughter in such shares.

(9) 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 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.

(10) 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. 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 (10) 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.

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

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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