

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 <small>(Last) (First) (Middle)</small> C/O VERITONE, INC., 575 ANTON BOULEVARD <small>(Street)</small> COSTA MESA, CA 92626 <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 type="checkbox"/> Director <input 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) 08/27/2020		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								502,054	D	
Common Stock								215,921	I	Held by Steel Veritone Fund I, LLC (1)
Common Stock								160,426	I	Held by CSVH, LLC (2)
Common Stock								425,603	I	Held by son (3)
Common Stock								425,603	I	Held by daughter (4)
Common Stock								425,603	I	Held by spouse as custodian (5)

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				
Stock Option (right to buy)	\$ 21.25	08/27/2020		D		1,809,900		(7)	05/06/2028	Common Stock	1,809,900	(6)	0	D	
Stock Option (right to buy)	\$ 11.97	08/27/2020		A		1,809,900		(8)	05/06/2028	Common Stock	1,809,900	(6)	1,809,900	D	

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		08/31/2020
<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).

- (1) 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.
- (2) Shares are held by CSVH, LLC, a limited liability company. Reporting person is the sole manager and member of CSVH, LLC.
- (3) Shares are held by reporting person's son. Reporting person disclaims beneficial ownership of such shares.
- (4) Shares are held by reporting person's daughter. Reporting person disclaims beneficial ownership of such shares.
- (5) Shares are held by reporting person's spouse, as custodian for his minor daughter. Reporting person disclaims beneficial ownership of such shares.
- (6) The exercise price of the performance-based stock option granted to reporting person on May 6, 2018 has been reduced from \$21.25 to \$11.97 per share pursuant to an amendment approved by the issuer's Board of Directors on August 27, 2020 (which amendment was approved by the issuer's stockholders on July 24, 2020). Such amendment is deemed a cancellation of an existing option and grant of a new option, as reflected in this Form 4.
- (7) Stock option was to become exercisable in three equal tranches based on the achievement of stock price goals for the issuer's common stock. See explanation regarding the deemed cancellation of this option in footnote (6), and see footnote (8) for the vesting conditions applicable to the new performance-based stock option.
- (8) 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 \$17.50 per share, \$22.50 per share and \$27.50 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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