

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 Ryan <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] 3. Date of Earliest Transaction (Month/Day/Year) 08/27/2020 4. If Amendment, Date Original Filed(Month/Day/Year)	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) President 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
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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								132,097	I	Held by Living Trust (1)
Common Stock								215,921	I	Held by Steel Veritone Fund I, LLC (2)
Common Stock								212,633	D	
Common Stock								2,003,349	I	Held by RVH, LLC (3)

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

SEC 1474 (9-02)
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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		1,357,425		(5)	05/06/2028	Common Stock	1,357,425	(4)	0	D	
Stock Option (right to buy)	\$ 11.97	08/27/2020		A		1,357,425		(6)	05/06/2028	Common Stock	1,357,425	(4)	1,357,425	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steelberg Ryan C/O VERITONE, INC. 575 ANTON BOULEVARD COSTA MESA, CA 92626	X	X	President	

Signatures

/s/Jeffrey B. Coyne, as attorney-in-fact for reporting person	08/31/2020
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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 reporting person as trustee of a living trust.

(2) Shares are held by Steel Veritone Fund I, LLC ("SVF"). The grantor trust of reporting person 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.

(3) Shares are held by RVH, LLC, a limited liability company. Reporting person is the sole manager and member of RVH, LLC.

(4) 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.

(5) 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 (4), and see footnote (6) for the vesting conditions applicable to the new performance-based stock option.

(6) 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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