

FORM 4

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

OMB APPROVAL	
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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* Zemetra Michael Leonard		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, CFO & Treasurer	
(Last) C/O VERITONE, INC., 575 ANTON BOULEVARD, SUITE 100	(First) Michael	(Middle) Leonard	3. Date of Earliest Transaction (Month/Day/Year) 10/08/2020		
(Street) COSTA MESA, CA 92626			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
(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	10/08/2020		A		40,000 <u>(1)</u>	A	\$ 0	41,900	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						Title
Stock Option (right to buy)	\$ 11.1	10/08/2020		A		60,000		<u>(2)</u>	10/08/2030	Common Stock	60,000	\$ 0	60,000	D	
Stock Option (right to buy)	\$ 11.1	10/08/2020		A		120,000		<u>(3)</u>	10/08/2030	Common Stock	120,000	\$ 0	120,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zemetra Michael Leonard C/O VERITONE, INC. 575 ANTON BOULEVARD, SUITE 100 COSTA MESA, CA 92626			EVP, CFO & Treasurer	

Signatures

/s/Jeffrey B. Coyne, as attorney-in-fact for reporting person		10/13/2020
***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).

- Consists of restricted stock units representing the right to receive upon vesting a total of 40,000 shares of the issuer's common stock. 50% of such restricted stock units will vest on the first anniversary of the grant date, and the remaining 50% will vest in four equal quarterly installments over the next 12-month period thereafter, subject to the continuous service of reporting person with the issuer.
- (1) anniversary of the grant date, and the remaining 50% will vest in four equal quarterly installments over the next 12-month period thereafter, subject to the continuous service of reporting person with the issuer.
 - (2) 25% of the shares subject to the option will vest on the first anniversary of the grant date, and 1/36th of the remaining shares subject to the option will vest in monthly installments thereafter, subject to the continuous service of reporting person with the issuer.
 - (3) 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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