SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *
Steelberg Ryan
(Last) (First) (Middle)
C/O VERITONE, INC.
5291 CALIFORNIA AVE., SUITE 350
(Street)
IRVINE CA 92617
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Veritone, Inc. [VERI]

3. Date of Earliest Transaction (Month/Day/Year)
07/14/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
X Director
10% Owner
X Officer (give title below)
Other (specify below)
PRESIDENT AND CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
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	07/14/2026		A		925,000[(1)]	A	$0	2,200,868	D	
Common Stock								581,474	I	The RSS Living Trust, dated April 6, 2012[(2)]
Common Stock								2,003,349	I	RVH, LLC[(3)]

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 Securities Underlying Derivative Security (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: 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				
Performance Stock Unit	[(4)]	07/14/2026		A		925,000		[(4)]	07/14/2036	Common Stock	925,000	$0	925,000	D	

Explanation of Responses:

1. Consists of RSUs representing the right to receive shares of the issuer's common stock upon vesting. One-third of the RSUs vest on each of July 7, 2027, July 7, 2028 and July 7, 2029, subject to the reporting person's continuous service with the issuer on each date.

2. Reporting person is the trustee of The RSS Living Trust dated April 6, 2012 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. Consists of performance stock units representing the contingent right to receive shares of the issuer's common stock upon vesting. Performance stock units representing shares of the issuer's common stock vest in three substantially equal installments upon the achievement of milestone stock price goals of $1.8825 per share, $3.7650 per share and $5.6475 per share (each, a "Milestone Price") within specified performance periods, as certified by the compensation committee of the issuer's board of directors. Achievement of each Milestone Price is measured using the volume-weighted average closing price of the issuer's common stock over the 90-calendar day period ending on the last day of the applicable performance period.

/s/ Craig Gatarz, Attorney-in-Fact 07/16/2026

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.