

# 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 * <b>Steelberg Chad</b>			2. Issuer Name and Ticker or Trading Symbol <b>Veritone, Inc. [VERI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 2420 17TH STREET, OFFICE 3002			3. Date of Earliest Transaction (Month/Day/Year) 02/11/2022			See Remarks		
(Street) DENVER, CO 80202			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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	02/11/2022		F		89,168 (1)	D	\$ 17.23	390,390	D	
Common Stock	02/14/2022		J		215,921	D	\$ 0	0	I	Steel Veritone Fund I, LLC
Common Stock	02/14/2022		J		59,629	A	\$ 0	59,629 (2)	I	The C&CS Family Trust dated September 7, 2012 (2)
Common Stock								160,426	I	Held by CSVH, LLC (3)
Common Stock								425,603	I	Held by son (4)
Common Stock								425,603	I	Held by daughter (5)
Common Stock								425,603	I	Held by spouse as custodian (6)

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				
Common Stock Purchase Warrant (right to buy)	\$ 13.6088	02/14/2022		J		19,590		03/24/2017	03/24/2027	Common Stock	19,590 (7)	\$ 0	0	I	Steel Veritone Fund I, LLC

Common Stock Purchase Warrant (right to buy)	\$ 13.6088	02/14/2022		J		19,590	04/17/2017	04/17/2027	Common Stock	19,590 (7)	\$ 0	0	I	Steel Veritone Fund I, LLC
Common Stock Purchase Warrant (right to buy)	\$ 13.6088	02/14/2022		J		19,591	05/11/2017	05/11/2027	Common Stock	19,591 (7)	\$ 0	0	I	Steel Veritone Fund I, LLC
Common Stock Purchase Warrant (right to buy)	\$ 13.6088	02/14/2022		J		19,591	05/11/2017	05/11/2027	Common Stock	19,591 (7)	\$ 0	0	I	Steel Veritone Fund I, LLC
Common Stock Purchase Warrant (right to buy)	\$ 13.6088	02/14/2022		J	5,389		03/24/2017	03/24/2027	Common Stock	5,389 (7)	\$ 0	5,389	I	The C&CS Family Trust dated September 7, 2012
Common Stock Purchase Warrant (right to buy)	\$ 13.6088	02/14/2022		J	5,389		04/17/2017	04/17/2027	Common Stock	5,389 (7)	\$ 0	5,389	I	The C&CS Family Trust dated September 7, 2012
Common Stock Purchase Warrant (right to buy)	\$ 13.6088	02/14/2022		J	5,386		05/11/2017	05/11/2027	Common Stock	5,386 (7)	\$ 0	5,386	I	The C&CS Family Trust dated September 7, 2012
Common Stock Purchase Warrant (right to buy)	\$ 13.6088	02/14/2022		J	5,386		05/11/2017	05/11/2027	Common Stock	5,386 (7)	\$ 0	5,386	I	The C&CS Family Trust dated September 7, 2012

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steelberg Chad 2420 17TH STREET, OFFICE 3002 DENVER, CO 80202	X	X	See Remarks	

## Signatures

/s/ Chad Steelberg	02/15/2022
<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) Represents shares that were withheld for the payment of taxes in connection with the vesting of restricted stock units.

- Reporting person is the trustee of The C&CS Family Trust dated September 7, 2012 and, as such, reporting person may be deemed a beneficial owner of such shares. Reporting person received the shares upon distribution of shares held by Steel Veritone Fund I, LLC (the "Fund"), which reporting person previously reported beneficial ownership of 215,921 shares owned by the Fund.
- (2) Reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (3) Shares are held by CSVH, LLC, a limited liability company. Reporting person is the sole manager and member of CSVH, LLC.
- (4) Shares are held by reporting person's son. Reporting person disclaims beneficial ownership of such shares.
- (5) Shares are held by reporting person's daughter. Reporting person disclaims beneficial ownership of such shares.
- (6) Shares are held by reporting person's spouse, as custodian for his minor daughter. Reporting person disclaims beneficial ownership of such shares.
- (7) Reporting person received the warrants upon distribution of warrants held by the Fund, which reporting person previously reported beneficial ownership of all warrants held by the Fund.

**Remarks:**

Chief Executive Officer, Chairman of the Board

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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