

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., 3366 VIA LIDO <small>(Street)</small> NEWPORT BEACH, CA 92663 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Veritone, Inc. [VERI] 3. Date of Earliest Transaction (Month/Day/Year) 05/17/2017 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; text-align: center;">CEO and Chairman</div> 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	05/17/2017		C		2,393,613 <u>(1)</u>	A	<u>(1)</u>	3,355,387 <u>(1)</u>	I	By Newport Coast Investments, LLC <u>(3)</u>
Common Stock	05/17/2017		C		76,970 <u>(2)</u>	A	<u>(2)</u>	3,432,357 <u>(2)</u>	I	By VIF I, LLC <u>(6)</u>
Common Stock								961,835	I	By BV16, LLC <u>(4)</u>
Common Stock								85,000	I	By Steel Holdings, LLC <u>(5)</u>

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				
Series A Convertible Preferred Stock	\$ 2.9412 <u>(1)</u>	05/17/2017		C		3,205,917 <u>(1)</u>	07/16/2014	<u>(1)</u>	Common Stock	2,393,613 <u>(1)</u>	\$ 0	0	I	By Newport Coast Investments, LLC <u>(3)</u>
Series B Convertible Preferred Stock	\$ 8.803 <u>(1)</u>	05/17/2017		C		103,093 <u>(2)</u>	07/16/2014	<u>(2)</u>	Common Stock	76,970 <u>(2)</u>	\$ 0	0	I	By VIF I, LLC <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steelberg Chad C/O VERITONE, INC. 3366 VIA LIDO NEWPORT BEACH, CA 92663	X	X	CEO and Chairman	

Signatures

/s/ Ellen S. Bancroft, Attorney-in-Fact	05/19/2017
	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).
- (1) The 3,205,917 shares of Veritone Series A convertible preferred stock had no expiration date but automatically converted into 2,393,613 shares of Veritone common stock upon the closing of Veritone's initial public offering. The conversion price reported in Table II Column 8 reflects a 1-for-.6 reverse stock split of the common stock effected in April 2017.
- (2) The 103,093 shares of Veritone Series B convertible preferred stock had no expiration date but automatically converted into 76,970 shares of Veritone common stock upon the closing of Veritone's initial public offering. The conversion price reported in Table II Column 8 reflects a 1-for-.6 reverse stock split of the common stock effected in April 2017.
Mr. Steelberg is a trustee of his grantor trust, which is one of the managing members of Newport Coast Investments, LLC ("Newport"), and as such, Mr. Steelberg may be deemed a beneficial owner of
- (3) shares of common stock directly held by Newport. This filing shall not be deemed an admission that the reporting person is, for the purposes of Section 16 of the Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owner of all of the securities held by such entity.
Mr. Steelberg is the Manager of NCI Investments, LLC, which is the Manager of BV16, LLC, and as such, Mr. Steelberg may be deemed a beneficial owner of shares of common stock directly held by
- (4) BV16, LLC. This filing shall not be deemed an admission that the reporting person is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of all of the securities held by such entity.
- (5) The reporting person is the Manager of Steel Holdings, LLC, and as such, may be deemed a beneficial owner of shares of common stock directly held by Steel Holdings, LLC. This filing shall not be deemed an admission that the reporting person is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of all of the securities held by such entity.
- (6) The reporting person is the Manager of VIF I, LLC, and as such, may be deemed a beneficial owner of shares of common stock directly held by VIF I, LLC. This filing shall not be deemed an admission that the reporting person is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of all of the securities held by such entity.

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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