

# 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* Oates Christopher J.		2. Issuer Name and Ticker or Trading Symbol Veritone, Inc. [VERI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2017					
C/O VERITONE, INC., 3366 VIA LIDO								
(Street)			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			
NEWPORT BEACH, CA 92663								
(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	05/17/2017		C		20,515 <u>(1)</u>	A	<u>(1)</u>	By RimLight, LLC <u>(3)</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	05/17/2017		C		27,429 <u>(1)</u>	07/16/2014	<u>(1)</u>	Common Stock	20,515 <u>(1)</u>	\$ 0 <u>(1)</u>	0	I	By Rimlight LLC <u>(3)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oates Christopher J. C/O VERITONE, INC. 3366 VIA LIDO NEWPORT BEACH, CA 92663	X			

## Signatures

/s/ Ellen S. Bancroft, Attorney-in-Fact	05/19/2017
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).

The 27,429 shares of Veritone Series A convertible preferred stock (the "Series A stock") had no expiration date but automatically converted into 20,515 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.

- (1) The Form 3 filed on behalf of the reporting person on May 11, 2017 erroneously reflected the existing common stock held by reporting person was 13,740 shares, which did not reflect the foregoing reverse stock split. Upon completion of the stock split, the shares of common stock held as of the effective date of the offering should have been reported as 8,244 shares of common stock.
- (2) Does not include 52,323 shares of common stock beneficially owned by BV16, LLC, which represents the pecuniary interest of NIO Advisors, LLC in BV16, LLC. Mr. Oates is the Managing Member of NIO Advisors, LLC, but does not have any voting or dispositive power over any of the shares held by BV16, LLC.  
Mr. Oates is the managing director of RimLight, LLC and beneficially owns the reported securities indirectly. This report shall not be deemed an admission that the reporting person is the
- (3) beneficial owner of the securities for purpose of Section 16 or for any other purpose and the reporting person disclaims beneficial ownership of the reported shares as he has no pecuniary interest in the shares.

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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