

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			2. Issuer Name and Ticker or Trading Symbol Veritone, Inc. [VERI]			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) CEO and Chairman		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2017			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		
C/O VERITONE, INC., 3366 VIA LIDO			4. If Amendment, Date Original Filed (Month/Day/Year) 05/19/2017					
(Street) NEWPORT BEACH, CA 92663								
(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	05/17/2017		C		2,393,613 (1)	A	(1)	3,355,387 (1)	I	By Newport (4)
Common Stock	05/17/2017		C		212,787 (2)	A	(2)	298,287 (2)	I	By Steel Holdings, LLC (5)
Common Stock	05/17/2017		C		76,970 (3)	A	(3)	76,970 (3)	I	By VIF I, LLC (6)
Common Stock	05/17/2017		C		295,278 (7)	A	(7)	445,278 (7)	I	By VLOC (7)
Common Stock								961,835	I	By BV16, LLC (8)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	\$ 2.9412 (1)	05/17/2017		C		3,205,917 (1)	07/16/2014	(1)	Common Stock	2,393,613 (1)	\$ 0	0	I	By Newport (4)
Series A Convertible Preferred Stock	\$ 2.9412 (1)	05/17/2017		C		285,000 (2)	07/16/2014	(2)	Common Stock	212,787 (2)	\$ 0	0	I	By Steel Holdings, LLC (5)
Series B Convertible Preferred Stock	\$ 8.803 (1)	05/17/2017		C		103,093 (3)	07/16/2014	(3)	Common Stock	76,970 (3)	\$ 0	0	I	By VIF I, LLC (6)
Secured Convertible Promissory Bridge Note	\$ 13.6088	05/17/2017		C		295,278	03/15/2017	(7)	Common Stock	295,278	\$ 0	0	I	By VLOC (7)
Bridge Common Stock Purchase Warrant (Tranche A)	\$ 13.6088	05/17/2017		A		39,180 (7)	03/24/2017	03/24/2027	Common Stock	39,180 (7)	\$ 0	39,180	I	By VLOC (7)

Bridge Common Stock Purchase Warrant (Tranche B)	\$ 13.6088	05/17/2017		A	39,180 (7)		04/17/2017	04/17/2027	Common Stock	39,180 (7)	\$ 0	39,180	I	By VLOC (7)
Bridge Common Stock Purchase Warrants (IPO Tranche 1)	\$ 13.6088	05/17/2017		A	39,180 (7)		05/11/2017	05/11/2027	Common Stock	39,180 (7)	\$ 0	39,180	I	By VLOC (7)
Bridge Common Stock Purchase Warrant (IPO Tranche 2)	\$ 13.6088	05/17/2017		A	39,180 (7)		05/11/2017	05/11/2027	Common Stock	39,180 (7)	\$ 0	39,180	I	By VLOC (7)

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	05/22/2017
	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 .6-for-1 reverse stock split of the common stock effected in April 2017.
- (2) The 285,000 shares of Veritone Series A convertible preferred stock had no expiration date but automatically converted into 212,787 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 .6-for-1 reverse stock split of the common stock effected in April 2017.
- (3) 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 .6-for-1 reverse stock split of the common stock effected in April 2017.
- The reporting person 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 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, and Mr. Steelberg disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) 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.
- The reporting person is the Manager and one of the members 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. Mr. Steelberg disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (5) At the effective date of the issuer's initial public offering ("IPO"), Veritone LOC I, LLC ("VLOC") held 150,000 shares of common stock and four warrants, each to purchase 30,000 shares of common stock. These shares and warrants were inadvertently omitted from the reporting person's Form 3. The reporting person is the Manager of Steel Veritone I Fund ("Steel Fund"), which owns 50% of the membership interests of VLOC (and his grantor trust owns 50% of the membership interests in Steel Fund), but the reporting person does not have any voting or dispositive power over the shares and warrants held by VLOC, and Mr. Steelberg disclaims beneficial ownership in such shares. On May 17, 2017, upon completion of the IPO, (i) the number of shares underlying each warrant was automatically increased to 39,180 shares, and all of the outstanding principal and accrued interest in the issuer's secured convertible note payable to VLOC was converted into 295,278 shares of common stock.
- (6) The reporting person is the Manager of NCI Investments, LLC ("NCI"), which is the Manager of BV16, LLC (and his grantor trust owns 50% of the membership interests in NCI). As such, Mr. Steelberg may be deemed a beneficial owner of shares of common stock held by 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, and Mr. Steelberg disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (7) (8)

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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