

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

|  |           |
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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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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 *<br><b>Steelberg Chad</b>        |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Veritone, Inc. [VERI]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>CEO and Chairman of the Board</b> |  |
| (Last) (First) (Middle)<br><b>C/O VERITONE, INC., 575 ANTON BOULEVARD</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>09/29/2017</b>       |  |  |  |
| (Street)<br><b>COSTA MESA, CA 92626</b>                                   |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                        |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (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                    | 09/29/2017                           |  | A                              |   | 2,471   | A          | \$ 50.57<br>(1) | 12,592  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                 | 3,355,387   | I  | By Newport (2)  |
| Common Stock                    |                                      |  |                                |   |   |            |                 | 298,287   | I  | By Steel Holdings, LLC (3)                            |
| Common Stock                    |                                      |  |                                |   |   |            |                 | 76,970  | I  | By VIF I, LLC (4)                                     |
| Common Stock                    |                                      |  |                                |   |   |            |                 | 445,278   | I  | By VLOC (5)   |
| Common Stock                    |                                      |  |                                |   |   |            |                 | 961,835   | I  | By BV16, LLC (6)                                      |

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 |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Steelberg Chad<br>C/O VERITONE, INC.<br>575 ANTON BOULEVARD<br>COSTA MESA, CA 92626 | X             | X         | CEO and Chairman of the Board |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Ellen S. Bancroft, Attorney-in-Fact      |  | 10/03/2017          |
| <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).

Represents quarterly shares automatically issued to reporting person pursuant to his Employment Agreement under the Issuer's 2017 Stock Incentive Plan. The number of shares issued at the end of each quarter during the term of such agreement is determined by dividing \$125,000 by the average closing price of the Company's Common Stock during the last five trading days of the calendar quarter.

(2) 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 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.

(3) 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.

(4) 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 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) Reflects shares held by Veritone LOC I, LLC ("VLOC"). Mr. Steelberg does not have any voting or dispositive power over the shares, and accordingly does not have any beneficial ownership in such shares. Veritone Steel, LLC, a Delaware limited liability company is the record holder of 50% of the membership interests in VLOC. The grantor trust of the reporting person owns 50% of the membership interests in Veritone Steel, 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 any of the securities held by such entity.

(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.

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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