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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Steelberg Chad</u>  (Last) (First) (Middle) <u>2420 17TH STREET, OFFICE 3002</u>  (Street) <u>DENVER CO 80202</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Veritone, Inc. [ VERI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/22/2022</u>		
	4. If Amendment, Date of 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	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	04/22/2022		A		3,692 <sup>(1)</sup>	A	\$0.00	508,349 <sup>(2)</sup>	D	
Common Stock	04/22/2023		F		1,831 <sup>(3)</sup>	D	\$5.06	506,518	D	
Common Stock	04/22/2023		A		19,743 <sup>(4)</sup>	A	\$0.00	19,743	I	Held by Steel Holdings, LLC <sup>(5)</sup>
Common Stock								59,629	I	The C&CS Family Trust dated September 7, 2012 <sup>(6)</sup>
Common Stock								160,426	I	Held by CSVH, LLC <sup>(7)</sup>
Common Stock								425,603	I	Held by Son <sup>(8)</sup>
Common Stock								425,603	I	Held by Daughter <sup>(9)</sup>
Common Stock								425,603	I	Held by spouse as custodian <sup>(10)</sup>

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Consists of restricted stock units ("RSUs") representing the right to receive shares of the issuer's common stock upon vesting. The RSUs vested in full on April 22, 2023.
- Represents the number of shares held as of April 22, 2023.
- Represents shares that were withheld for payment of taxes upon vesting of restricted stock units.
- Pursuant to the Independent Contractor Services Agreement, dated as of January 4, 2023, by and between the issuer and Steel Holdings, LLC, an entity affiliated with the reporting person ("Consultant"), on January 31, 2023, the Consultant was granted restricted stock units, the vesting of which was subject to both performance-based and service-based conditions ("PSUs"). The number of shares reported represents the number of PSUs that were earned as a result of the achievement of certain of the performance conditions.
- Reporting person is the sole manager and member of Steel Holdings, LLC.
- 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 disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- Reporting person is the sole manager and member of CSVH, LLC.
- Shares are held by reporting person's son. Reporting person disclaims beneficial ownership of such shares.
- Shares are held by reporting person's daughter. Reporting person disclaims beneficial ownership of such shares.
- Shares are held by reporting person's spouse, as custodian for his minor daughter. Reporting person disclaims beneficial ownership of such shares.

**Remarks:**

/s/ Craig Gatarz, As Attorney-in-  
fact

04/25/2023

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**