

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 checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO, Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2018					
C/O VERITONE, INC., 575 ANTON BOULEVARD								
(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		
COSTA MESA, CA 92626								
(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								18,558 ⁽¹⁾	D	
Common Stock								3,355,387	I	By Newport Coast Investments, LLC ⁽²⁾
Common Stock								298,287	I	By Steel Holdings, LLC ⁽³⁾
Common Stock								589,968 ⁽⁴⁾	I	By NCI Investments, LLC ⁽⁵⁾
Common Stock								215,921 ⁽⁶⁾	I	By Steel Veritone Fund I, LLC ⁽⁷⁾

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						Title
Stock Option (right to buy)	\$ 15.14	03/15/2018		A		136,029		03/15/2019 ⁽⁸⁾	03/15/2028	Common Stock	136,029	\$ 0	136,029	D	
Common Stock Purchase Warrant (right to buy)	\$ 13.6088							03/24/2017	03/24/2027	Common Stock	19,590		19,590 ⁽⁹⁾	I	By Steel Veritone Fund I, LLC ⁽¹⁰⁾

Common Stock Purchase Warrant (right to buy)	\$ 13.6088							04/17/2017	04/17/2027	Common Stock	19,590		19,590 ⁽⁹⁾	I	By Steel Veritone Fund I, LLC ⁽¹⁰⁾
Common Stock Purchase Warrant (right to buy)	\$ 13.6088							05/11/2017	05/11/2027	Common Stock	19,591		19,591 ⁽⁹⁾	I	By Steel Veritone Fund I, LLC ⁽¹⁰⁾
Common Stock Purchase Warrant (right to buy)	\$ 13.6088							05/11/2017	05/11/2027	Common Stock	19,591		19,591 ⁽⁹⁾	I	By Steel Veritone Fund I, LLC ⁽¹⁰⁾

Reporting Owners

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

Signatures

/s/Jeffrey B. Coyne, as attorney-in-fact for reporting person		03/19/2018
		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).
- Includes 751 shares that have been distributed by VIF I, LLC ("VIF") to reporting person pursuant to a pro rata distribution to all of the members of VIF. As the Manager of VIF, reporting person had previously reported the aggregate number of the shares of the issuer held by VIF as indirectly owned by reporting person and disclaimed beneficial ownership of such shares except to the extent of his pecuniary interest therein. While such distribution has resulted in reporting person now reporting fewer shares owned, it has not changed his pecuniary interest in the shares previously held by VIF and represents a change in form of ownership only.
- (1) Shares are held by Newport Coast Investments, LLC. The grantor trust of reporting person (of which reporting person is a trustee) is a managing member of Newport Coast Investments, LLC 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.
- (2) Shares are held by Steel Holdings, LLC. Reporting person is the Manager of Steel Holdings, LLC 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.
- (3) Consists of shares that have been distributed by BV16, LLC ("BV16") to NCI Investments, LLC ("NCI") pursuant to a pro rata distribution to all of the members of BV16. As the Manager of NCI (which was the Manager of BV16), reporting person had previously reported the aggregate number of the shares of the issuer held by BV16 as indirectly owned by reporting person and disclaimed beneficial ownership of such shares except to the extent of his pecuniary interest therein. While such distribution has resulted in reporting person now reporting fewer shares owned, it has not changed his pecuniary interest in the shares previously held by BV16 and represents a change in form of indirect ownership only.
- (4) Shares are held by NCI. Reporting person is the Manager of NCI (and his grantor trust owns 50% of the membership interests in NCI) 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.
- (5) Consists of shares that have been distributed by Veritone LOC I, LLC ("VLOC") to Steel Veritone Fund I, LLC pursuant to a pro rata distribution to all of the members of VLOC. Reporting person had previously reported the aggregate number of the shares of the issuer held by VLOC as indirectly owned by reporting person and disclaimed beneficial ownership of such shares except to the extent of his pecuniary interest therein. While such distribution has resulted in reporting person now reporting fewer shares owned, it has not changed his pecuniary interest in the shares previously held by VLOC and represents a change in form of indirect ownership only.
- (6) Shares are held by Steel Veritone Fund I, LLC ("SVF"). Reporting person is the Manager of SVF (and his grantor trust owns 50% of the membership interests in SVF) 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.
- (7) 25% of the shares subject to the option will vest on the first anniversary of the grant date, and 1/48th of the shares subject to the option will vest in monthly installments thereafter, subject to the continuous service of reporting person with the issuer.
- (8) Consists of warrants that have been distributed by VLOC to SVF pursuant to a pro rata distribution to all of the members of VLOC. Reporting person had previously reported the aggregate number of warrants held by VLOC as indirectly owned by reporting person and disclaimed beneficial ownership of such warrants except to the extent of his pecuniary interest therein. While such distribution has resulted in reporting person now reporting fewer warrants, it has not changed his pecuniary interest in the warrants previously held by VLOC and represents a change in form of indirect ownership only.
- (9) Warrants are held by SVF. Reporting person is the Manager of SVF (and his grantor trust owns 50% of the membership interests of SVF). Reporting person disclaims beneficial ownership of the warrants held by SVF, except to the extent of his pecuniary interest therein.
- (10)

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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