FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 Typ | e Responses | s) | | | | | | | | | | | | | | | |
|--|--|---------------------|---------------|--|--|---|---|--|---|------------------|---|---|---|--|-----------|----------------------------|------------|
| 1. Name and Address of Reporting Person* | | | | 2. Issuer runne und Trener er Traumig Symbor | | | | | | 5. Relati | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
| Steelberg Chad | | | Ver | Veritone, Inc. [VERI] | | | | | | X Dire | X Director X 10% Owner | | | | | | |
| C/O VER BOULEV | ITONE, I | (First) NC., 575 | | Middle) | | ate of Earli 30/2018 | est Transa | ction | n (Month/I | Day/Y | ear) | X_Off | cer (give title be | | othe | er (specify below Board | w) |
| | | | | 4. If | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | _X_ Form | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| COSTA MESA, CA 92626 | | | | | | | | | | | Form I | iled by More tha | n One Kep | orting Pers | on | | |
| (City) | | (State) | | (Zip) | | | Table I - | Non- | -Derivativ | ve Sec | urities A | cquired, Dis | posed of, or | Benefic | ially Ow | ned | |
| (Instr. 3) Date (Month/Day/Year) any | | any | n Date, if | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | Beneficial Following Transaction | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | Form: Direct (or Indir (I) | ect (Instr. | cial ship | | | | |
| | | | | | | | Code | V | Amount | (D) | Price | | | | (Instr. 4 | •) | |
| Common | Common Stock 04/30/2018 | | | | P ⁽¹⁾ | | 6,731 A \$ 20.8423 (2) | | 3 65,203 | 65,203 | | | | | | | |
| Common | Stock | | 04/30/20 |)18 | | | P ⁽¹⁾ | | 4,781 | A | \$ 21.207 | 5 69,984 | | | D | | |
| Common Stock | | | | | | | | | 3,355,38 | ,355,387 | | I | Coast Inves | By Newport Coast Investments, LLC (4) | | | |
| Common Stock | | | | | | | | | 298,287 | | I | | By St Holdi LLC | ings, | | | |
| Common Stock | | | | | | | | | 589,968 | 589,968 | | I | By N Inves | tments, | | | |
| Common | Stock | | | | | | | | | | | 215,921 | | | Ι | By St Verite Fund | |
| Reminder: R | Report on a s | separate lin | ne for each o | class of so | ecurities b | peneficially | owned di | F | Persons containe | who ı d in tl | his form | to the colle are not rec rrently vali | uired to re | spond | unless | SEC 14 | 74 (9-02) |
| | | | | Table I | | | | | | | | cially Owne | d | | | | |
| 1. Title of | 2. | 3. Transa | ction 3 | A. Deem | | outs, calls, | 5. | | ons, conv | | | 7. Title and | 8. Price of | 9. Nur | nber of | 10. | 11. Nature |
| Derivative Security (Instr. 3) | Derivative Conversion Date Execution D Security or Exercise (Month/Day/Year) any | | Date, if | Transactio Code | n Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | and Expiration Date (Month/Day/Year) | | Amount of Underlying Securities (Instr. 3 and 4) | | Derivative Security Security | | Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | of Indirec Beneficia | | | |
| | | | | | | | 4, and : |) | | | | | | | | | |

| | Code | V (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
|--|------|-------|-----|---------------------|--------------------|-------|--|--|--|--|
|--|------|-------|-----|---------------------|--------------------|-------|--|--|--|--|

Reporting Owners

| B 41 0 W 4 | Relationships | | | | | | | | |
|---|-----------------------|---|----------------------------|-------|--|--|--|--|--|
| Reporting Owner Name / Address | 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 | 05/02/2018 |
|---|------------|
| **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).
- (1) Transaction was effected pursuant to a Rule 10b5-1 Trading Plan adopted by reporting person on March 15, 2018.
 - Reflects the weighted-average purchase price for an aggregate of 6,731 shares purchased in multiple transactions at prices ranging from \$20.32 to \$20.99 per share.
- (2) Reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- Reflects the weighted-average purchase price for an aggregate of 4,781 shares purchased in multiple transactions at prices ranging from \$21.00 to \$21.57 per share.
- (3) Reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- 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 (4) 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.
- (5) Shares are held by Steel Holdings, LLC. Reporting person is the Manager and member 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.
- Shares are held by NCI Investments, LLC ("NCI"). Reporting person is the Manager of NCI (and his grantor trust owns 50% of the membership interests in NCI) and, as
- (6) 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.
- 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, (7) 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.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.