

# FORM 4

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

OMB APPROVAL  
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## 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Steelberg Ryan</b> <small>(Last) (First) (Middle)</small> C/O VERITONE, INC., 575 ANTON BOULEVARD <small>(Street)</small> COSTA MESA, CA 92626 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>Veritone, Inc. [VERI]</b>	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) President
3. Date of Earliest Transaction (Month/Day/Year) 05/07/2018		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
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	05/07/2018		G <sup>(1)</sup>	V	67,469	D	\$ 0	30,671	D	
Common Stock								3,355,387	I	By Newport Coast Investments, LLC <sup>(2)</sup>
Common Stock								589,968	I	By NCI Investments, LLC <sup>(3)</sup>
Common Stock								215,921	I	By Steel Veritone Fund I, LLC <sup>(4)</sup>

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)	\$ 21.25	06/29/2018 <sup>(5)</sup>		A	V	1,357,425		<sup>(6)</sup>	05/06/2028	Common Stock	1,357,425	\$ 0	1,357,425	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steelberg Ryan C/O VERITONE, INC. 575 ANTON BOULEVARD COSTA MESA, CA 92626	X	X	President	

### Signatures

/s/Jeffrey B. Coyne, as attorney-in-fact for reporting person		07/03/2018
<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).

- (1) Shares were transferred by reporting person by gift to an irrevocable trust. Reporting person no longer has any pecuniary interest in, or voting or dispositive control over, such shares.
- (2) 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.
- (3) Shares are held by NCI Investments, LLC ("NCI"). The grantor trust of reporting person 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.
- (4) Shares are held by Steel Veritone Fund I, LLC ("SVF"). The grantor trust of reporting person 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.
- (5) Stock option grant was approved by a special committee of the Board of Directors of the issuer on May 6, 2018, subject to approval by stockholders, and was approved by stockholders on June 29, 2018.
- (6) Stock option will become exercisable in three equal tranches based on the achievement of stock price goals for the issuer's common stock of \$49.15 per share, \$98.31 per share and \$196.62 per share, respectively, subject to the reporting person's continued service as the issuer's President, or in such other position as may be approved by the Compensation Committee of the issuer's Board of Directors.

**Remarks:**

Box 3 reflects the date of a gift that is being reported voluntarily on this Form 4. The date of the earliest transaction required to be reported on this Form 4 is June 29, 2018.

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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