

Evans Katie Seitz
Form 4
May 03, 2019

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Evans Katie Seitz

(Last) (First) (Middle)

C/O TELARIA, INC., 222
BROADWAY, 16TH FLOOR

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Telaria, Inc. [TLRA]

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/29/2019		M		12,500	A	\$ 183,967
Common Stock	04/29/2019		F		6,131	D	\$ 7.51 177,836

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

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information contained in this form are not
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(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽¹⁾	04/29/2019		M	12,500	⁽²⁾ ⁽²⁾	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
Evans Katie Seitz C/O TELARIA, INC. 222 BROADWAY, 16TH FLOOR NEW YORK, NY 10038	Director 10% Owner Officer Chief Operating Officer

Signatures

/s/Aaron Saltz,
Attorney-in-Fact
05/03/2019
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) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
Grant to the reporting person of a restricted stock unit under the 2013 Plan. 25% of the total shares underlying the restricted stock unit grant vested on each of April 29, 2017, April 29, 2018 and April 29, 2019; the remaining shares shall vest on April 29, 2020, subject to continued service to the issuer through such vesting date. This restricted stock unit grant is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.

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.