

Evans Katie Seitz
 Form 4
 February 21, 2018

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

(Print or Type Responses)

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

(Last) (First) (Middle)
 C/O TELARIA, INC., 1501 BROADWAY, SUITE 801
 (Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2018

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)

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 Price (D)		
Common Stock	02/13/2018		M		10,000 A \$ 0 (1)	66,923	D
Common Stock	02/13/2018		F(2)		3,668 (2) 4.54	63,255	D
Common Stock	02/14/2018		M		56,273 A \$ 0 (1)	119,528	D
Common Stock	02/14/2018		F(2)		20,803 (2) 4.65	98,725	D

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. Amount or Number of Shares
Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽¹⁾	02/13/2018		M	10,000	⁽³⁾ ⁽³⁾	Common Stock	10,000
Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽¹⁾	02/14/2018		M	7,500	⁽⁴⁾ ⁽⁴⁾	Common Stock	7,500
Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽¹⁾	02/14/2018		M	31,250	⁽⁵⁾ ⁽⁵⁾	Common Stock	31,250
Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽¹⁾	02/14/2018		M	17,523	⁽⁶⁾ ⁽⁶⁾	Common Stock	17,523

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Katie Seitz C/O TELARIA, INC. 1501 BROADWAY, SUITE 801 NEW YORK, NY 10036			Chief Operating Officer	

Signatures

/s/Aaron Saltz,
Attorney-in-Fact

02/21/2018

 **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) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (2) The transaction reported represents the non-discretionary withholding of shares to satisfy the reporting person's tax withholding obligations in connection with the vesting and settlement of restricted stock units.

Grant to the reporting person of a restricted stock unit under the issuer's 2013 Equity Incentive Plan. 25% of the total shares underlying the restricted stock unit grant vested on February 13, 2018. The remaining shares underlying the restricted stock unit grant will vest on

- (3) February 13, 2019, 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.

Grant to the reporting person of a restricted stock unit under the issuer's 2013 Equity Incentive Plan. 25% of the total shares underlying the restricted stock unit grant vested on February 14, 2018. The remaining shares underlying the restricted stock unit grant will vest in

- (4) equal installments on each of February 14, 2019 and February 14, 2020, subject to continued service to the issuer through each 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.

Grant to the reporting person of a restricted stock unit under the issuer's 2013 Equity Incentive Plan. 25% of the total shares underlying the restricted stock unit grant vested on February 14, 2018. The remaining shares underlying the restricted stock unit grant will vest in

- (5) equal installments on each of February 14, 2019, February 14, 2020 and February 14, 2021, subject to continued service to the issuer through each 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.

Grant to the reporting person of a restricted stock unit under the issuer's 2013 Equity Incentive Plan. 50% of the total shares underlying the restricted stock unit grant vested on February 14, 2018. The remaining shares underlying the restricted stock unit grant will vest on

- (6) February 14, 2019, 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.

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