

Caine Paul
 Form 4
 June 05, 2018

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, 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 *
 Caine Paul

(Last) (First) (Middle)

C/O TREMOR VIDEO, INC., 1501 BROADWAY, 8TH FLOOR

(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)
 06/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
Common Stock	06/01/2018		M	32,467	A	152,414	D
Common Stock	06/01/2018		F ⁽²⁾	11,284	D	\$ 4.27	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	06/01/2018		M		32,467	<u>(1)</u>	<u>(1)</u>	Common Stock 32,467
Restricted Stock Unit	<u>(3)</u>	06/01/2018		A		17,564	<u>(4)</u>	<u>(4)</u>	Common Stock 17,564

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caine Paul C/O TREMOR VIDEO, INC., 1501 BROADWAY, 8TH FLOOR NEW YORK, NY 10036	X		Executive Chairman	

Signatures

/s/Aaron Saltz,
Attorney-in-Fact

06/05/2018

**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) The restricted stock unit granted to the Reporting Person on June 2, 2017 vested on June 1, 2018, the date of the Issuer's 2018 Annual Meeting of Stockholders, at which time it automatically converted into the same number of shares of common stock.
- (2) The transaction reported represents the withholding of shares by the Issuer to satisfy the reporting person's tax withholding obligations in connection with the vesting and settlement of restricted stock units.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (4) The restricted stock units vest in full on the date of the Issuer's 2019 Annual Meeting of Stockholders, subject to such director's continued service on the Board of Directors as of such date.

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.