

Thompson Kevin ORourke
 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 *
 Thompson Kevin ORourke

(Last) (First) (Middle)

C/O TREMOR VIDEO, 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)
 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)

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)
			Code	V Amount (A) or (D) Price			
Common Stock	06/01/2018		M	32,467 A 11	129,426	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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>(2)</u>	06/01/2018		A		17,564	<u>(3)</u> <u>(3)</u>	Common Stock	17,564

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Kevin ORourke C/O TREMOR VIDEO, INC., 1501 BROADWAY, SUITE 801 NEW YORK, NY 10036	X			

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).

- 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. While the shares of common stock are fully vested, they will not be issued until the expiration of the Issuer's current blackout period.
- (1) Meeting of Stockholders, at which time it automatically converted into the same number of shares of common stock. While the shares of common stock are fully vested, they will not be issued until the expiration of the Issuer's current blackout period.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.

- 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, and provided that if such meeting date occurs during a regular or special blackout period, the shares underlying the restricted stock unit awards will not be issued until the end of such blackout period.
- (3) service on the Board of Directors as of such date, and provided that if such meeting date occurs during a regular or special blackout period, the shares underlying the restricted stock unit awards will not be issued until the end of such blackout period.

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.