

Rego John S
Form 4
February 21, 2018

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 *
Rego John S

(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)

02/14/2018

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)

SVP -Chief Financial 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	02/14/2018		M		55,000	A	\$ 0 <u>(1)</u>	58,197	D
Common Stock	02/14/2018		F ⁽²⁾		20,333 (2)	D	\$ 4.65	37,864	D

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

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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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽¹⁾	02/14/2018		M		5,000		⁽³⁾	⁽³⁾	Common Stock	5,000
Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽¹⁾	02/14/2018		M		50,000		⁽⁴⁾	⁽⁴⁾	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rego John S C/O TREMOR VIDEO, INC. 1501 BROADWAY, 8TH FLOOR NEW YORK, NY 10036	SVP -Chief Financial 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 14, 2018. The remaining shares underlying the restricted stock unit grant will vest in equal installments on each of February 14, 2019 and February 14, 2020, subject to continued service to the issuer through such vesting date. This restricted stock unit grant is subject to accelerated vesting following the closing of a change in control transaction and termination under certain circumstances within a specified period of time following the closing of a change in control transaction.

(4) 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

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equal installments on each of February 14, 2019, February 14, 2020 and February 14, 2021, subject to continued service to the issuer through such vesting date. This restricted stock unit grant is subject to accelerated vesting 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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