

Zagorski Mark
Form 4
July 12, 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 *
Zagorski Mark

(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)
07/10/2018

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)
Chief Executive Officer

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) Code V	Amount	Price		
Common Stock	07/10/2018		M	46,610	A	\$ 0 (1)	98,475	D
Common Stock	07/10/2018		F(2)	19,212	D	\$ 4.06	79,263	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. 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	(3)	07/10/2018		M	46,610	(1)	(1)	Common Stock	46,610

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zagorski Mark C/O TELARIA, INC. 1501 BROADWAY, SUITE 801 NEW YORK, NY 10036	X		Chief Executive Officer	

Signatures

/s/Aaron Saltz,
Attorney-in-Fact

07/12/2018

__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) 46,619 shares underlying the restricted stock unit ("RSU") issued as an employment inducement award under applicable NYSE rules on July 10, 2017 vested on July 10, 2018; the remaining shares underlying the RSU will vest in three additional equal annual installments on each of July 10, 2019, July 10, 2020 and July 10, 2021, provided the Reporting Person continues to provide services to the Issuer on each such vesting date. This RSU grant is subject to partial accelerated vesting upon the closing of a change of control transaction and full accelerated vesting following 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.
- (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) Grant to the Reporting Person of an RSU issued as an employment inducement award under applicable NYSE rules. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

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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