

Rego John S
 Form 4
 February 26, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Rego John S

(Last) (First) (Middle)

C/O TELARIA, INC., 222
 BROADWAY, 16TH FLOOR

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2019

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)

SVP -Chief Financial 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/14/2019 | | M | | 61,411 | A | \$ 0 (1) |
| Common Stock | 02/14/2019 | | F(2) | | 20,830 (2) | D | \$ 3.19 |

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)

| 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⁾ | 02/14/2019 | | M | 5,000 | ⁽³⁾ ⁽³⁾ | Common Stock | 5,000 |
| Restricted Stock Unit ⁽¹⁾ | \$ 0 ⁽¹⁾ | 02/14/2019 | | M | 50,000 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 50,000 |
| Restrriected Stock Unit ⁽¹⁾ | \$ 0 ⁽¹⁾ | 02/14/2019 | | M | 6,411 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 6,411 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rego John S C/O TELARIA, INC. 222 BROADWAY, 16TH FLOOR NEW YORK, NY 10038 | | | SVP -Chief Financial Officer | |

Signatures

/s/Aaron Saltz,
Attorney-in-Fact

02/26/2019

 **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.
- (3) Grant to the reporting person of a restricted stock unit under the issuer's 2013 Equity Incentive Plan. 75% of the total shares underlying the restricted stock unit grant are fully vested. The remaining shares underlying the restricted stock unit grant will vest on 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

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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 each of February 14, 2018 and February 14, 2019. The remaining shares underlying the restricted

- (4) stock unit grant will vest in two equal installments on each of 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.

Grant to the Reporting Person of a restricted stock unit under the 2013 Plan. 25% of the total shares underlying the restricted stock unit grant vested on February 14, 2019. The remaining shares underlying the restricted stock unit grant will vest in three equal installments on

- (5) each of February 14, 2020, February 14, 2021 and February 14, 2022, subject to continued service to the issuer through each such vesting date. This RSU grant is subject to 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.

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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