

Veritone, Inc.
Form 3
May 11, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
ACACIA RESEARCH CORP		(Month/Day/Year)	Veritone, Inc. [VERI]	
(Last)	(First)	(Middle)	05/11/2017	
520 NEWPORT CENTER DRIVE 12TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
NEWPORT BEACH, CA 92660			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	150,000	D	À

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Expiration Date	Title			

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	Date Exercisable		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Secured Convertible Promissory Note	Â (1)	08/15/2017 ⁽¹⁾	Common Stock	1,523,746	\$ 13.6088	D Â
Primary Common Stock Purchase Warrant	Â (2)	08/15/2017 ⁽²⁾	Common Stock	2,150,335	\$ 13.6088	D Â
10% Common Stock Purchase Warrant	Â (3)	05/11/2012 ⁽³⁾	Common Stock	809,400	\$ 13.6088	D Â
Tranche A Common Stock Purchase Warrant	08/15/2016	08/15/2020	Common Stock	51,437	\$ 13.6088	D Â
Tranche B Common Stock Purchase Warrant	11/25/2016	11/25/2020	Common Stock	51,437	\$ 13.6088	D Â
Second Tranche Common Stock Purchase Warrant	11/25/2016	11/25/2020	Common Stock	51,437	\$ 13.6088	D Â
Secured Convertible Bridge Note	Â (4)	11/25/2017	Common Stock	295,440	\$ 13.6088	D Â
Bridge Common Stock Purchase Warrant	03/17/2017	03/17/2027	Common Stock	30,000 ⁽⁵⁾	\$ 13.6088	D Â
Bridge Common Stock Purchase Warrant	04/14/2017	04/14/2027	Common Stock	30,000 ⁽⁵⁾	\$ 13.6088	D Â
Bridge Common Stock Purchase Warrant (IPO Tranche A)	05/11/2017	05/11/2027	Common Stock	30,000 ⁽⁵⁾	\$ 13.6088	D Â
Bridge Common Stock Purchase Warrant (IPO Tranche B)	05/11/2017	05/11/2027	Common Stock	30,000 ⁽⁵⁾	\$ 13.6088	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACACIA RESEARCH CORP 520 NEWPORT CENTER DRIVE 12TH FLOOR NEWPORT BEACH, CA 92660	Â	Â X	Â	Â

Signatures

/s/ Edward J. Treska, Name: Acacia Research Corporation, By: Edward J. Treska, Title: EVP,
General Counsel and Secretary

05/11/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Pursuant to the terms of the Secured Convertible Promissory Note (the "Note") issued on August 15, 2016, all outstanding principal and accrued interest of the Notes will be automatically converted into 1,523,746 share of common stock upon closing of the initial public offering ("IPO") of the Issuer's securities.
- (2) Pursuant to the terms of the Primary Common Stock Purchase Warrant (the "Primary Warrant") dated as of August 15, 2016, the Primary Warrant will be automatically exercised for 2,150,335 shares of common stock upon closing of the IPO.
- (3) Pursuant to the terms of the Primary Warrant, the Issuer will issue the 10% Common Stock Purchase Warrant (the "10% Warrant") with a term of five years to the Reporting Person immediately prior to the closing of the IPO. Fifty percent (50%) of the shares of common stock underlying the 10% Warrant became exercisable on the issuance date and the remaining 50% of the shares will become exercisable on the first anniversary of the issuance date.
- (4) Pursuant to the terms of the Secured Convertible Bridge Note (the "Bridge Note") issued on March 15, 2016, all outstanding principal and accrued interest of the Bridge Notes will be automatically converted into 295,440 shares of common stock upon closing of the IPO.
- (5) Upon closing of the IPO, the number of shares of common stock issuable upon exercise of this warrant will be increased to a number equal to (i) the number of outstanding shares of common stock of the Issuer on a fully-diluted basis, multiplied by (ii) 0.001875 (or 39,180 shares assuming the IPO closes on May 17, 2017).

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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