

Chao Y.C.  
Form 3  
May 12, 2010

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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	
Â Chao Y.C.		(Month/Day/Year)	TeleNav, Inc. [TNAV]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/12/2010		
1130 KIFER RD.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
SUNNYVALE,Â CAÂ 94086			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below)	(specify below)
			VP, Research and Development	

**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	87,312	D	Â
Common Stock	522,758	I	By Kay Oz 2009 Revocable Trust dated July 28, 2009
Common Stock	187,500	I	By Kay Oz I 2009 Annuity Trust
Common Stock	187,500	I	By Kay Oz II 2009 Annuity Trust

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)**

## Edgar Filing: Chao Y.C. - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	1,666	\$ (1)	D	Â
Employee Stock Option (right to buy)	Â (2)	02/06/2012	Common Stock	104,390	\$ 0.072	D	Â
Employee Stock Option (right to buy)	Â (3)	03/14/2016	Common Stock	403,241	\$ 0.72	D	Â
Employee Stock Option (right to buy)	Â (4)	08/18/2019	Common Stock	50,000	\$ 6.12	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chao Y.C. 1130 KIFER RD. SUNNYVALE, CA 94086	Â	Â	Â VP, Research and Development	Â

## Signatures

/s/ Loren E. Hillberg, by power of attorney 05/11/2010

\_\_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) The Issuer's Preferred Stock will automatically convert into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and has no expiration date.

(2) This stock option was granted on February 6, 2002 and vested over four years. 1/4 of the shares subject to the option vested and became exercisable one year after January 25, 2002, and 1/48 of the shares vested and became exercisable at the end of each monthly period thereafter.

(3) This stock option was granted on March 14, 2006. 3/4 of the shares subject to this option vested over four years beginning on March 7, 2006 with 1/48 of the shares subject to this portion of the option vesting and becoming exercisable each monthly period thereafter. 1/4 of the shares subject to this option will vest upon the closing of the Issuer's public offering of its Common Stock, which meets certain criteria.

(4) This stock option was granted on August 18, 2009 and vests over four years. Subject to the optionee's continued status as a service provider, 1/4 of the shares subject to the option vest and become exercisable one year after August 18, 2009, and 1/48 of the shares vest and become exercisable at the end of each monthly period thereafter.

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.