

Roberts Rama  
Form 4  
February 26, 2019

**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 \*  
Roberts Rama

(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)  
02/13/2019

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)

Chief Technology 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)
Common Stock	02/13/2019		M	10,000	A \$ 0 (1)	10,000	D
Common Stock	02/13/2019		F(2)	3,458	D \$ 3.2	6,542	D
Common Stock	02/14/2019		M	5,000	A \$ 0 (1)	11,542	D
Common Stock	02/14/2019		F(2)	1,729	D \$ 3.19	9,813	D

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. 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 <sup>(1)</sup>	\$ 0 <sup>(1)</sup>	02/13/2019		M		10,000		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	10,000
Restricted Stock Unit <sup>(1)</sup>	\$ 0 <sup>(1)</sup>	02/14/2019		M		5,000		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roberts Rama C/O TELARIA, INC. 222 BROADWAY, 16TH FLOOR NEW YORK, NY 10038			Chief Technology 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)

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Grant to the reporting person of a restricted stock unit under the issuer's 2013 Equity Incentive Plan (the "2013 Plan"). The shares underlying the restricted stock unit grant are fully vested.

- (4) Grant to the reporting person of a restricted stock unit under the 2013 Plan. 25% of the total restricted stock unit grant vested on each of February 14, 2018 and February 14, 2019. The remaining shares underlying the restricted stock unit grant vests in two equal installments on each of February 14, 2020 and February 14, 2021, subject to continued service to the Issuer through each vesting date. This restricted stock unit grant is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or 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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