

Xie Ken  
Form 4  
November 19, 2018

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Xie Ken

(Last) (First) (Middle)

C/O TELEN AV, INC., 4655 GREAT  
AMERICA PARKWAY, SUITE 300

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Telenav, Inc. [TNAV]

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

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/18/2018		M		1,250	A	\$ 0 67,458
Common Stock	11/19/2018		M		1,250	A	\$ 0 68,708
Common Stock							23,433
							I by Trust <sup>(1)</sup>

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Unit	(2)	11/15/2018		A		21,897		(3)	(3)	Common Stock	21,897
Restricted Stock Unit	(2)	11/18/2018		M			1,250	11/18/2018	(4)	Common Stock	1,250
Restricted Stock Unit	(2)	11/19/2018		M			1,250	11/19/2018	(5)	Common Stock	1,250

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director 10% Owner Officer Other

Xie Ken  
C/O TELENNAV, INC.  
4655 GREAT AMERICA PARKWAY, SUITE 300  
SANTA CLARA, CA 95054

X

## Signatures

Michael Strambi by power of attorney for  
Ken Xie

11/19/2018

\*\*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) Shares held by the JV Trust dated 09/27/2002.

(2) Each restricted stock unit represents a contingent right to receive one share of Telenav, Inc.'s common stock.

(3) The restricted stock units shall fully vest on November 10, 2019.

(4) This RSU vests 25% on the anniversary of the vesting commencement date, which is November 18, 2014. 1,250 restricted stock units vested on November 18, 2018

(5) This RSU vests 25% on the anniversary of the vesting commencement date, which is November 19, 2015. 1,250 restricted stock units vested on November 19, 2018 and 1250 restricted stock units shall vest on November 19, 2019.

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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