

Toy Lily  
Form 4  
September 11, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Toy Lily

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/10/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

General Counsel

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95054

(City) (State) (Zip)

**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	09/10/2017		M		1,250 A \$ 0	10,003	D
Common Stock	09/10/2017		F		469 D \$ 6.25	9,534	D
Common Stock	09/10/2017		M		1,000 A \$ 0	10,534	D
Common Stock	09/10/2017		F		375 D \$ 6.25	10,159	D
Common Stock	09/10/2017		M		1,250 A \$ 0	11,409	D

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Common Stock      09/10/2017      F      469      D      \$ 6.25      10,940      D

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

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(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	\$ 0 <sup>(1)</sup>	09/10/2017		M	1,250	09/10/2017 <sup>(2)</sup>	Common Stock	1,250
Restricted Stock Unit	\$ 0 <sup>(1)</sup>	09/10/2017		M	1,000	09/10/2017 <sup>(3)</sup>	Common Stock	1,000
Restricted Stock Unit	\$ 0 <sup>(1)</sup>	09/10/2017		M	1,250	09/10/2017 <sup>(4)</sup>	Common Stock	1,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Toy Lily C/O TELENNAV, INC. 4655 GREAT AMERICA PARKWAY, SUITE 300 SANTA CLARA, CA 95054			General Counsel	

## Signatures

Lily Toy      09/11/2017

<sup>\*\*</sup>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 Telenav, Inc.'s common stock.

(2) The restricted stock units vest as to 1/4 of the shares underlying these restricted stock units on each annual anniversary following the vesting commencement date, which is September 10, 2013. 1,250 restricted stock units shall vest on September 10, 2017.

The restricted stock units vest as to 1/4 of the shares underlying these restricted stock units on each annual anniversary following the vesting commencement date, which is September 10, 2014. 1,000 restricted stock units shall vest on each of September 10, 2017 and September 10, 2018, respectively.

(3) The restricted stock units vest as to 1/4 of the shares underlying these restricted stock units on each annual anniversary following the vesting commencement date, which is September 10, 2014. 1,000 restricted stock units shall vest on each of September 10, 2017 and September 10, 2018, respectively.

(4) The restricted stock units vest as to 1/4 of the shares underlying these restricted stock units on each annual anniversary following the vesting commencement date, which is September 10, 2015. 1,250 restricted stock units shall vest on each of September 10, 2017, September 10, 2018 and September 10, 2019, respectively.

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.