Telenay, Inc. Form 3 February 01, 2017

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

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 *

A Kandal Philipp Wolfgang

Josef

(Middle)

(Last) (First)

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

(Street)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year) 01/27/2017

4. Relationship of Reporting Person(s) to Issuer

Telenay, Inc. [TNAV]

Filed(Month/Day/Year)

(Check all applicable)

10% Owner Director _X__ Officer Other

(give title below) (specify below) **SVP** of Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)

5. If Amendment, Date Original

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

SANTA CLARA, Â CAÂ 95054

(City) (State) (Zip)

1. Title of Security

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

99,180

Ownership Form: Direct (D)

or Indirect

4. Nature of Indirect Beneficial

Ownership

(Instr. 5)

(Instr. 5) Â D

Common Stock

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**

Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

1

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(1)	10/01/2025	Common Stock	100,000	\$ 7.67	D	Â
Restricted Stock Unit	(2)	(2)	Common Stock	75,000	\$ <u>(3)</u>	D	Â
Employee Stock Option (right to buy)	(4)	11/04/2026	Common Stock	90,000	\$ 4.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Kandal Philipp Wolfgang Josef						
C/O TELENAV, INC.	Â	â	SVP of Engineering	â		
4655 GREAT AMERICA PARKWAY, SUITE 300	A	A	A SVP of Eligineering	A		
SANTA CLARA, CA 95054						

Signatures

Lily Toy, by power of attorney for Philipp
Kandal

**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) This option vests as to 1/48th of the shares underlying the option on each monthly anniversary of the date of the vesting commencement date, which is October 1, 2015.
- (2) 25,000 restricted stock units shall vest on each of October 1, 2017, October 1, 2018 and October 1, 2019, respectively.
- (3) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Telenav, Inc.
- (4) This option vests as to 1/48th of the shares underlying the option on each monthly anniversary of the date of the vesting commencement date, which is November 14, 2016.

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.

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