

Roberts Rama
Form 3
February 05, 2019

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

OMB APPROVAL

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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 Roberts Rama		(Month/Day/Year)	Telaria, Inc. [TLRA]	
(Last)	(First)	(Middle)	02/01/2019	
C/O TELARIA, INC., Â 222 BROADWAY, 16TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10038			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Technology Officer	

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)
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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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Employee Stock Option (Right to Buy)	Â (1)	12/04/2023	Common Stock	40,000	\$ 4.27	D	Â
Employee Stock Option (Right to Buy)	Â (2)	02/26/2028	Common Stock	77,825	\$ 3.9	D	Â
Restricted Stock Unit	Â (3)	Â (3)	Common Stock	10,000	\$ (4)	D	Â
Restricted Stock Unit	Â (5)	Â (5)	Common Stock	15,000	\$ (4)	D	Â

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	Â	Â	Â Chief Technology Officer	Â

Signatures

/s/ Aaron Saltz,
Attorney-in-Fact

02/05/2019

**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) Immediately exercisable.

- (2) 25% of the total shares underlying this option will vest on February 14, 2019 and the remaining shares vest 1/48 per month over the next 36 months thereafter, subject to continued service to the Issuer through each vesting date. This option 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.

- (3) Grant to the Reporting Person of a restricted stock unit under the Issuer's 2013 Equity Incentive Plan (the "2013 Plan"). The restricted stock unit grant vests in full on February 13, 2019, subject to continued service to the Issuer on such 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.

- (4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

- (5) Grant to the Reporting Person of a restricted stock unit under the 2013 Plan. The restricted stock unit grant vests in three equal installments on each of February 14, 2019, 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.

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Remarks:

No Table I securities beneficially owned
Exhibit List - Exhibit 24 - Power of Attorney

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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