Lee Warren Form 4 November 30, 2017

FORM 4

Section 16.

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFI

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.

See Instruction
1(b).

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

(Middle)

OMB APPROVAL

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(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person <u>*</u> Lee Warren

(First)

2. Issuer Name **and** Ticker or Trading Symbol

Telaria, Inc. [TLRA]

3. Date of Earliest Transaction

(Month/Day/Year) 11/28/2017 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director _____10% Owner _____Officer (give title ____Other (specify below)

C/O CANAAN VII, L.P., 285 RIVERSIDE AVENUE, SUITE 250

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

 $6.\ Individual\ or\ Joint/Group\ Filing (Check$

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

WESTPORT, CT 06889

(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. Transactic Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		G.		
Common Stock	11/28/2017		S	76,853 (1)	D	\$ 4.06 (2)	6,952,051	I	See Footnote (3)		
Common Stock	11/29/2017		S	10,194 (1)	D	\$ 4 (4)	6,941,857	I	See Footnote (3)		
Common Stock	11/30/2017		S	45,492 (1)	D	\$ 4.04 (5)	6,896,365	I	See Footnote (3)		
Common Stock							134,601	D			

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if Transacti		orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)]	
		Derivative				Securities				3 and 4)		(
		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
			(Instr. 3,									
						4, and 5)						
										A		
										Amount		
						Date	Expiration		or			
							Exercisable	Date	Title	Number		
				C 1 17	(A) (D)				of			
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lee Warren C/O CANAAN VII, L.P. 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06889

Signatures

/s/Aaron Saltz, Attorney-in-Fact

**Signature of Reporting Person Da

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) These shares were sold by Canaan VII L.P. (the "Canaan Fund").
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.01 \$4.10, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.
- (3) These shares are held directly by the Canaan Fund. Canaan Partners VII LLC ("Canaan VII" and together with the Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. Warren Lee, a non-managing member of Canaan VII, serves as the

Reporting Owners 2

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representative of the Canaan Entities on the Issuer's board of directors. Mr. Lee disclaims beneficial ownership in the securities held by the Canaan Fund, except to the extent of his pecuniary interest, if any, in such securities by virtue of the limited liability company interests he owns in Canaan VII.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.00 \$4.02, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.00 \$4.07, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (5) to this Form 4.

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.