

Rego John S
 Form 4
 February 26, 2019

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 *
 Rego John S

(Last) (First) (Middle)

C/O TELARIA, INC., 222
 BROADWAY, 16TH FLOOR

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Telaria, Inc. [TLRA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2019

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)
 SVP -Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2019		M		61,411	A	\$ 0 (1)
Common Stock	02/14/2019		F(2)		20,830 (2)	D	\$ 3.19

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

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following the closing of a change in control transaction.

Grant to the reporting person of a restricted stock unit under the issuer's 2013 Equity Incentive Plan. 25% of the total shares underlying the restricted stock unit grant vested on each of February 14, 2018 and February 14, 2019. The remaining shares underlying the restricted

(4) stock unit grant will vest in two equal installments on each of February 14, 2020 and February 14, 2021, subject to continued service to the issuer through such vesting date. This restricted stock unit grant is subject to accelerated vesting following the closing of a change in control transaction.

Grant to the Reporting Person of a restricted stock unit under the 2013 Plan. 25% of the total shares underlying the restricted stock unit grant vested on February 14, 2019. The remaining shares underlying the restricted stock unit grant will vest in three equal installments on

(5) each of February 14, 2020, February 14, 2021 and February 14, 2022, subject to continued service to the issuer through each such vesting date. This RSU grant is subject to full accelerated vesting following a change in control transaction and termination under certain circumstances within a specified period of time following the closing of a change in control transaction.

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