

Lee Warren
Form 4
November 27, 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 *
Lee Warren

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2017

Director 10% Owner
 Officer (give title below) 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)

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. 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 or Price (A) or (D) | | | | | |
| Common Stock | 11/22/2017 | | S | | 10,110 (1) | D | 4.01 (2) | 7,112,192 | I | See Footnote (3) |
| Common Stock | 11/24/2017 | | S | | 19,349 (1) | D | 4.05 (4) | 7,092,843 | I | See Footnote (3) |
| Common Stock | 11/27/2017 | | S | | 63,939 (1) | D | 4.08 (5) | 7,028,904 | I | See Footnote (3) |
| Common Stock | | | | | | | | 134,601 | D | |

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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.

(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 - \$4.12, 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.00 - \$4.10, 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 (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.