Telenay, Inc. Form 4 August 12, 2016

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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 * HILLBERG LOREN E

Symbol

Telenay, Inc. [TNAV]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

08/10/2016

TELENAV, INC., 4655 GREAT AMERICA PARKWAY, SUITE 300

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner X_ Officer (give title Other (specify below)

General Counsel

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

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

Person

SANTA CLARA, CA 95054

(City)	(State) (2	Zip) Table	e I - Non-D	erivative s	Securi	ities Acc	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/10/2016		M	5,000	A	\$0	5,000	D	
Common Stock	08/10/2016		F	1,879	D	\$ 5.47	3,121	D	
Common Stock	08/10/2016		M	5,000	A	\$0	8,121	D	
Common Stock	08/10/2016		F	1,879	D	\$ 5.47	6,242	D	

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

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SEC 1474 (9-02)

> 8. I De Sec (In

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (1)	08/10/2016		M		5,000	08/10/2016	(2)	Common Stock	5,000
Restricted Stock Unit	\$ 0 <u>(1)</u>	08/10/2016		M		5,000	08/10/2016	(3)	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HILLBERG LOREN E TELENAV, INC. 4655 GREAT AMERICA PARKWAY, SUITE 300 SANTA CLARA, CA 95054

General Counsel

Signatures

Loren E.

Hillberg 08/12/2016

**Signature of Date

Reporting Person

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) Each restricted stock unit represents a contingent right to receive one share of Telenav, Inc.'s common stock.
- (2) These RSUs began vesting on August 10, 2014 and vest annually as to 1/4th of the shares per year.
- (3) These RSUs began vesting on August 10, 2015 and vest annually as to 1/4th of the shares per year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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