

Telenav, Inc.
Form 4
September 14, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Wahla Hassan

(Last) (First) (Middle)

C/O TELENAV, INC., 4655 GREAT AMERICA PK, SUITE 300

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Telenav, Inc. [TNAV]

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Co-Pres. Automotive Bus Unit

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

X 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	09/13/2016		M		15,000	A	\$ 0
Common Stock	09/13/2016		F		4,965	D	\$ 5.32
Common Stock	09/13/2016		M		17,500	A	\$ 0
Common Stock	09/13/2016		F		5,792	D	\$ 5.32
							58,195
							53,230
							70,730
							64,938

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽¹⁾	09/13/2016		M	15,000	09/13/2016 ⁽²⁾	Common Stock	15,000
Restricted Stock Unit	\$ 0 ⁽¹⁾	09/13/2016		M	17,500	09/13/2016 ⁽³⁾	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wahla Hassan
C/O TELENNAV, INC., 4655 GREAT AMERICA PK
SUITE 300
SANTA CLARA, CA 95054

Co-Pres. Automotive Bus Unit

Signatures

Loren E. Hillberg by power of attorney for Hassan S.
Wahla

09/14/2016

__Signature of Reporting Person

Date

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 September 13, 2012 and vest annually as to 1/4th of the shares per year.
- (3) These RSUs began vesting on September 13, 2013 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.

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