

TELENAV, INC.

Reported by
TOY LILY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/11/17 for the Period Ending 09/10/17

Address 4655 GREAT AMERICA PARKWAY
SUITE 300
SANTA CLARA, CA, 95054
Telephone (408) 245-3800
CIK 0001474439
Symbol TNAV
SIC Code 3812 - Search, Detection, Navigation, Guidance, Aeronautical, and Nautical Systems and Instruments
Industry Software
Sector Technology
Fiscal Year 06/30

FORM 4

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

OMB APPROVAL
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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Toy Lily			Telenav, Inc. [TNAV]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) General Counsel		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O TELENNAV, INC., 4655 GREAT AMERICA PARKWAY, SUITE 300			9/10/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SANTA CLARA, CA 95054						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/10/2017		M		1250	A	\$0	10003	D	
Common Stock	9/10/2017		F		469	D	\$6.25	9534	D	
Common Stock	9/10/2017		M		1000	A	\$0	10534	D	
Common Stock	9/10/2017		F		375	D	\$6.25	10159	D	
Common Stock	9/10/2017		M		1250	A	\$0	11409	D	
Common Stock	9/10/2017		F		469	D	\$6.25	10940	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.0 (1)	9/10/2017		M		1250		9/10/2017	(2)	Common Stock	1250.0	\$0	0	D	
Restricted Stock Unit	\$0.0 (1)	9/10/2017		M		1000		9/10/2017	(3)	Common Stock	1000.0	\$0	1000	D	
Restricted Stock Unit	\$0.0 (1)	9/10/2017		M		1250		9/10/2017	(4)	Common Stock	1250.0	\$0	2500	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Telenav, Inc.'s common stock.
- The restricted stock units vest as to 1/4 of the shares underlying these restricted stock units on each annual anniversary following the vesting commencement date, which is September 10, 2013. 1,250 restricted stock units shall vest on September 10, 2017.
- The restricted stock units vest as to 1/4 of the shares underlying these restricted stock units on each annual anniversary following the vesting commencement date, which is September 10, 2014. 1,000 restricted stock units shall vest on each of September 10, 2017 and September 10, 2018, respectively.
- The restricted stock units vest as to 1/4 of the shares underlying these restricted stock units on each annual anniversary following the vesting commencement date, which is September 10, 2015. 1,250 restricted stock units shall vest on each of September 10, 2017, September 10, 2018 and September 10, 2019, respectively.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Toy Lily C/O TELENNAV, INC. 4655 GREAT AMERICA PARKWAY, SUITE 300			General Counsel	

Signatures

Lily Toy

9/11/2017

—Signature of Reporting Person

Date

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

* 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).

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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