

**TELENAV, INC.**  
Reported by  
**BERG EVAN**

**FORM 3**  
(Initial Statement of Beneficial Ownership)

Filed 02/01/17 for the Period Ending 01/27/17

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

## INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
<b>Berg Evan</b>			<b>1/27/2017</b>		<b>Telenav, Inc. [TNAV]</b>		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<b>C/O TELENNAV, INC., 4655 GREAT AMERICA PARKWAY, SUITE 300</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP Corp. Dev.&amp; Strategy /</b>				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SANTA CLARA, CA 95054</b>					<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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>27095</b>	<b>D</b>	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option (right to buy)</b>	<a href="#">(1)</a>	<b>9/20/2020</b>	<b>Common Stock</b>	<b>15000</b>	<b>\$5.26</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	<a href="#">(2)</a>	<b>5/18/2022</b>	<b>Common Stock</b>	<b>3500</b>	<b>\$6.12</b>	<b>D</b>	
<b>Restricted Stock Unit</b>	<a href="#">(3)</a>	<a href="#">(3)</a>	<b>Common Stock</b>	<b>2500</b>	<a href="#">(4)</a>	<b>D</b>	
<b>Restricted Stock Unit</b>	<a href="#">(5)</a>	<a href="#">(5)</a>	<b>Common Stock</b>	<b>5000</b>	<a href="#">(4)</a>	<b>D</b>	
<b>Restricted Stock Unit</b>	<a href="#">(6)</a>	<a href="#">(6)</a>	<b>Common Stock</b>	<b>10000</b>	<a href="#">(4)</a>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	<a href="#">(7)</a>	<b>7/29/2024</b>	<b>Common Stock</b>	<b>30000</b>	<b>\$4.92</b>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	<a href="#">(8)</a>	<b>8/4/2025</b>	<b>Common Stock</b>	<b>30000</b>	<b>\$6.86</b>	<b>D</b>	
<b>Restricted Stock Unit</b>	<a href="#">(9)</a>	<a href="#">(9)</a>	<b>Common Stock</b>	<b>15000</b>	<a href="#">(4)</a>	<b>D</b>	
<b>Employee Stock Option (right to buy)</b>	<a href="#">(10)</a>	<b>10/10/2026</b>	<b>Common Stock</b>	<b>90000</b>	<b>\$4.92</b>	<b>D</b>	

**Explanation of Responses:**

- (1) This option vests as to 1/48th of the shares underlying the option on each monthly anniversary of the date of the vesting commencement date, which is September 20, 2010.
- (2) This option vests as to 1/48th of the shares underlying the option on each monthly anniversary of the date of the vesting commencement date, which is May 18, 2012.
- (3) 2,500 restricted stock units shall vest on June 10, 2017.
- (4) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Telenav, Inc.
- (5) 5,000 restricted stock units shall vest on July 10, 2017.
- (6) 5,000 restricted stock units shall vest on August 10, 2017 and August 10, 2018, respectively.
- (7) This option vests as to 1/48th of the shares underlying the option on each monthly anniversary of the date of the vesting commencement date, which is July 29, 2014.
- (8) This option vests as to 1/48th of the shares underlying the option on each monthly anniversary of the date of the vesting commencement date, which is July 29, 2014.
- (9) 5,000 restricted stock units shall vest on August 10, 2017, August 10, 2018 and August 10, 2019, respectively.
- (10) This option vests as to 1/48th of the shares underlying the option on each monthly anniversary of the date of the vesting commencement date, which is October 10, 2016.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Berg Evan</b> <b>C/O TELENNAV, INC.</b> <b>4655 GREAT AMERICA PARKWAY, SUITE 300</b> <b>SANTA CLARA, CA 95054</b>			<b>VP Corp. Dev.&amp; Strategy</b>	

**Signatures****Evan Breg****2/1/2017**

—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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE**

The undersigned, as an officer or director of TeleNav, Inc. (the "Company"), hereby constitutes and appoints H.P. Jin, Michael Strambi and Lily Toy, and each of them, the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Forms 3, 4 and 5 and other forms as such attorney shall in his discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended, Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed at

Santa Clara, California, as of the date set forth below.

*/s/Evan Berg*  
*Evan Berg*  
*Dated: 01/24/17*

*Witness:*

*/s/ Xiao Liu*  
*Xiao Liu*  
*Dated: 01/24/17*