

TELENAV, INC.
Reported by
KANDAL PHILIPP WOLFGANG JOSEF

FORM 4/A
(Amended Statement of Changes in Beneficial Ownership)

Filed 10/05/17 for the Period Ending 10/01/17

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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[] 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 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) | |
| Kandal Philipp Wolfgang Josef | | 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) SVP of Engineering | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| TELENAV, INC., 4655 GREAT AMERICA PARKWAY, SUITE 300 | | 10/1/2017 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SANTA CLARA, CA 95054 | | 10/3/2017 | | <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 | 10/1/2017 | | M | | 25000 | A | \$0 | 124180 | D | |
| Common Stock | 10/1/2017 | | F | | 2785 | D | \$6.35 | 121395 | 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 | (1) | 10/1/2017 | | M | | 25000 | | 10/1/2017 | (2) | Common Stock | 25000.0 | \$0 | 50000 | D | |

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of Common Stock of Telenav, Inc.
- (2) 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 October 1, 2015. 25,000 restricted stock units shall vest on each of October 1, 2018 and October 1, 2019, respectively.

Remarks:

This report on Form 4/A amends the reporting person's report on Form 4 filed on October 3, 2017, which did not include information on the shares traded for taxes of 2,785 RSUs deducted from the reporting person. This report is filed solely to correctly report the shares traded for taxes of 2,785 RSUs from the reporting person. No other changes have been made to the original Form 4.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kandal Philipp Wolfgang Josef TELENAV, INC. 4655 GREAT AMERICA PARKWAY, SUITE 300 SANTA CLARA, CA 95054 | | | SVP of Engineering | |

Signatures

Lily Toy by power of attorney for Philipp Wolfgang Josef Kandal

10/5/2017

**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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