

# **TELENAV, INC.**

Reported by  
**WAHLA HASSAN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/11/17 for the Period Ending 08/10/17

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**

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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Wahla Hassan</b>  (Last) (First) (Middle)  <b>TELENAV, INC., 4655 GREAT AMERICA PARKWAY, SUITE 300</b>  (Street)  <b>SANTA CLARA, CA 95054</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Telenav, Inc. [ TNAV ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>Officer</b> (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Co-Pres. Automotive Bus Unit</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/10/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	8/10/2017		M		7500	A	\$0	78635	D	
Common Stock	8/10/2017		F		2482	D	\$6.20	76153	D	
Common Stock	8/10/2017		M		7500	A	\$0	83653	D	
Common Stock	8/10/2017		F		2482	D	\$6.20	81171	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)	8/10/2017		M		7500		8/10/2017	(2)	Common Stock	7500.0	\$0	7500	D	
Restricted Stock Unit	(1)	8/10/2017		M		7500		8/10/2017	(3)	Common Stock	7500.0	\$0	15000	D	

**Explanation of Responses:**

- (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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Wahla Hassan</b> <b>TELENAV, INC.</b> <b>4655 GREAT AMERICA PARKWAY, SUITE 300</b> <b>SANTA CLARA, CA 95054</b>			<b>Co-Pres. Automotive Bus Unit</b>	

**Signatures**

Lily Toy by power of attorney for Hassan S. Wahla

8/11/2017

\*\*Signature of Reporting Person

Date

\* 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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