

# TELENAV, INC.

Reported by

**JIN H.P.**

## 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>Jin H.P.</b>  (Last) (First) (Middle)  <b>C/O TELENNAV, 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 checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>CEO</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</b> (Check Applicable Line)  <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		17500	A	\$0	1391430	D	
Common Stock	8/10/2017		F		6576	D	\$6.20	1384854	D	
Common Stock								20200	I	By Son
Common Stock								20200	I	By Daughter

**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
Restricted Stock Unit	(1)	8/10/2017		M		17500		8/10/2017	(2)	Common Stock	17500.0	\$0	35000	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, 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>Jin H.P.</b> <b>C/O TELENNAV, INC.</b> <b>4655 GREAT AMERICA PARKWAY, SUITE 300</b> <b>SANTA CLARA, CA 95054</b>	<b>X</b>		<b>CEO</b>	

**Signatures**

**Lily Toy by power of attorney for H.P. Jin**

**8/11/2017**

\*\*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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