Telenay, Inc. Form 4 August 07, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

OMB APPROVAL

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

January 31, 2005

Estimated average burden hours per

response... 0.5

1. Name and Address of Reporting Person * Dhanani Salman			2. Issuer Name and Ticker or Trading Symbol Telenav, Inc. [TNAV]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
950 DEGUIGNE DRIVE			(Month/Day/Year) 08/05/2014	Director 10% Owner _X Officer (give title Other (specify below) VP, Strategic Partnerships			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			

SUNNYVALE, CA 94085-3900

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secur	rities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. SecuritionAcquired	(A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	Disposed	` '		Beneficially	(D) or Indirect	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and:	5)	Owned	(I)	Ownership
							Following Reported	(Instr. 4)	(Instr. 4)
					(A)		Transaction(s)		
			C 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 4.92	08/05/2014		A	60,000		<u>(1)</u>	08/05/2024	Common Stock	60,0
Restricted Stock Unit	\$ 0 (2)	08/05/2014		A	30,000		<u>(3)</u>	08/05/2018	Common Stock	30,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dhanani Salman 950 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3900

VP, Strategic Partnerships

Signatures

Loren E. Hillberg for Salman

Dhanani

08/07/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This stock option vests as to 1/48 of the shares underlying these options on the first monthly anniversary of the date of grant, August 5, 2014, and as to an additional 1/48 of the remaining shares underlying this option each month thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one share of Telenav, Inc.'s common stock.
- (3) This RSU vests 25% per year commencing from the date of grant, August 5, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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