

Telaria, Inc.
Form SC 13G/A
February 14, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 3) *

Telaria, Inc

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

879181105

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 14

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1 NAME OF REPORTING PERSON Meritech Capital Partners III L.P. ("MCP III")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

0 shares.

SHARES 6 SHARED VOTING POWER

0 shares.

BENEFICIALLY 7 SOLE DISPOSITIVE POWER

0 shares.

OWNED BY EACH

REPORTING 8 SHARED DISPOSITIVE POWER

0 shares.

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON* PN

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1 NAME OF REPORTING PERSON Meritech Capital Affiliates III L.P. ("MC AFF III")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) (b)

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | | |
|---------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| | | 0 shares. |
| SHARES | 6 | SHARED VOTING POWER |
| | | 0 shares. |
| BENEFICIALLY | 7 | SOLE DISPOSITIVE POWER |
| | | 0 shares. |
| OWNED BY EACH | | |
| REPORTING | 8 | SHARED DISPOSITIVE POWER |
| PERSON | | 0 shares. |

WITH

| | | |
|----|---|--------------------------|
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 0 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.0% |
| 12 | TYPE OF REPORTING PERSON* | PN |

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1 NAME OF REPORTING PERSON Meritech Capital Associates III L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
0 shares.

SHARES 6 SHARED VOTING POWER
0 shares.

BENEFICIALLY 7 SOLE DISPOSITIVE POWER
0 shares.

OWNED BY EACH

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON 0 shares.

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%
12 TYPE OF REPORTING PERSON* OO

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1 NAME OF REPORTING PERSON Meritech Management Associates III L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF ⁵ SOLE VOTING POWER

0 shares.

SHARES ⁶ SHARED VOTING POWER

0 shares.

BENEFICIALLY ⁷ SOLE DISPOSITIVE POWER

0 shares.

OWNED BY EACH

REPORTING ⁸ SHARED DISPOSITIVE POWER

0 shares.

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON* OO

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1 NAME OF REPORTING PERSON Paul S. Madera
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF SHARES
5 SOLE VOTING POWER
0 shares
6 SHARED VOTING POWER
0 shares.
7 SOLE DISPOSITIVE POWER
0 shares

BENEFICIALLY

OWNED BY EACH

8 SHARED DISPOSITIVE POWER
0 shares.
REPORTING

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%
12 TYPE OF REPORTING PERSON* IN

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1 NAME OF REPORTING PERSON Michael B. Gordon
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF SHARES
5 SOLE VOTING POWER
0 shares
6 SHARED VOTING POWER
0 shares.
7 SOLE DISPOSITIVE POWER
0 shares

BENEFICIALLY

OWNED BY EACH

8 SHARED DISPOSITIVE POWER
0 shares.
REPORTING

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%
12 TYPE OF REPORTING PERSON* IN

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1 NAME OF REPORTING PERSON Robert D. Ward
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF SHARES
5 SOLE VOTING POWER
0 shares
6 SHARED VOTING POWER
0 shares.
7 SOLE DISPOSITIVE POWER
0 shares

BENEFICIALLY

OWNED BY EACH

REPORTING PERSON
8 SHARED DISPOSITIVE POWER
0 shares.

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%
12 TYPE OF REPORTING PERSON* IN

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1 NAME OF REPORTING PERSON George H. Bischof
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF SHARES
5 SOLE VOTING POWER
0 shares
6 SHARED VOTING POWER
0 shares.
7 SOLE DISPOSITIVE POWER
0 shares

BENEFICIALLY

OWNED BY EACH

REPORTING PERSON
8 SHARED DISPOSITIVE POWER
0 shares.

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%
12 TYPE OF REPORTING PERSON* IN

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This Amendment No. 3 amends the Statement on Schedule 13G previously filed by Meritech Capital Partners III L.P., a Delaware limited partnership (“MCP III”), Meritech Capital Affiliates III L.P., a Delaware limited partnership (“MC AFF III”), Meritech Capital Associates III L.L.C., a Delaware limited liability company (“MCA III”), Meritech Management Associates III L.L.C., a Delaware limited liability company (“MMA III”), Paul S. Madera (“Madera”), Michael B. Gordon (“Gordon”), Robert D. Ward (“Ward”) and George H. Bischof (“Bischof”). The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

ITEM 1(A).

NAME OF ISSUER

Telaria, Inc.

ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

222 Broadway, 16th Floor

New York, NY 10038

ITEM 2(A).

NAME OF PERSONS FILING

MCA III is the general partner of each of MCP III and MC AFF III, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III and MC AFF III. MMA III is a managing member of MCA III and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III, and MC AFF III. Madera, Gordon, Ward and Bischof are managing members of MMA III and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III and MC AFF III.

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners
245 Lytton Ave, Suite 125

Palo Alto, CA 94301

CITIZENSHIP

ITEM

2(C). MCP III and MC AFF III are Delaware limited partnerships. MCA III and MMA III are Delaware limited liability companies. Madera, Gordon, Ward and Bischof are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

-

Common Stock
CUSIP # 879181105

ITEM 3.

Not Applicable.

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OWNERSHIP

ITEM

4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

ITEM

6. Under certain circumstances set forth in the limited partnership agreements of MCP III and MC AFF III, and the limited liability company agreements of MCA III and MMA III, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE

ITEM SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

7.

Not applicable.

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IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 8.

Not applicable.

NOTICE OF DISSOLUTION OF GROUP

ITEM 9.

Not applicable.

CERTIFICATION

ITEM 10.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2019

Entities:

Meritech Capital Partners III L.P.
Meritech Capital Affiliates III L.P.
Meritech Capital Associates III L.L.C.
Meritech Management Associates III L.L.C.

By: /s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed entities

Individuals:

Paul S. Madera
Michael B. Gordon
Robert D. Ward
George H. Bischof

By: /s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed individuals

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

| Exhibit | Found on Sequentially Numbered Page |
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| Exhibit A: Agreement of Joint Filing | 15 |
| Exhibit B: Reference to Joel Backman as Attorney-in-Fact | 16 |

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Telaria, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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exhibit B

Reference to Joel Backman as Attorney-in-Fact

Joel Backman has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.