

Telenav, Inc.  
Form 4  
May 11, 2015

**FORM 4**

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

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Strambi Michael

(Last) (First) (Middle)

950 DEGUIGNE DR.

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Telenav, Inc. [TNAV]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/07/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	05/07/2015		M		6,093	A	\$ 4.92	29,063	D
Common Stock	05/07/2015		S		6,093	D	\$ 8.6911	22,970	D
Common Stock	05/07/2015		M		9,404	A	\$ 5.14	32,374	D
Common Stock	05/07/2015		S		9,404	D	\$ 8.6911	22,970	D
Common Stock	05/07/2015		M		4	A	\$ 5.14	22,974	D

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Common Stock	05/07/2015	S	4	D	\$ 8.6911	22,970	D
Common Stock	05/07/2015	M	4,541	A	\$ 5.14	27,511	D
Common Stock	05/07/2015	S	4,541	D	\$ 8.6911	22,970	D
Common Stock	05/07/2015	S	8,115	D	\$ 8.6874	14,855	D

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 5.14	05/07/2015		M		4		11/16/2010 <sup>(1)</sup>	08/03/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 4.92	05/07/2015		M		6,093		09/05/2014 <sup>(2)</sup>	08/05/2024	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.14	05/07/2015		M		9,404		11/16/2010 <sup>(1)</sup>	08/03/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.14	05/07/2015		M		4,541		11/16/2010 <sup>(1)</sup>	11/03/2020	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Strambi Michael  
950 DEGUIGNE DR.  
SUNNYVALE, CA 94085

CFO

## Signatures

Michael W.  
Strambi

05/11/2015

    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).

This stock option was granted on August 3, 2010 and vests over four years. 1/4th of the shares subject to the option vested and became  
(1) exercisable on November 16, 2010 and 1/48 of the shares subject to the option shall become vested at the end of each monthly period thereafter, subject to optionee's continued status as a service provider on such vest date.

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,  
(2) 2014, and as to an additional 1/48 of the remaining shares underlying this option each month thereafter, subject to optionee's continued status as a service provider on such vest date.

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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