

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Jin H.P.</u> (Last) (First) (Middle) C/O TELENV, INC. 4655 GREAT AMERICA PARKWAY, SUITE 300 (Street) SANTA CLARA CA 95054 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Telenav, Inc. [TNAV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/26/2019		M		63,579	A	\$6.12	1,509,882	D	
Common Stock	04/26/2019		M		111,421	A	\$5.14	1,621,303	D	
Common Stock	04/26/2019		M		75,000	A	\$4.92	1,696,303	D	
Common Stock								20,200	I	By Son

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy)	\$6.12	04/26/2019		M			63,579	(1)	08/18/2019	Common Stock 63,579	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$5.14	04/26/2019		M			111,421	(2)	09/15/2026	Common Stock 111,421	\$0	68,579	D	
Non-Qualified Stock Option (right to buy)	\$4.92	04/26/2019		M			75,000	(3)	08/05/2024	Common Stock 75,000	\$0	0	D	

Explanation of Responses:

- The terms of the option provide that 25% of the option would become exercisable on the one-year anniversary of the August 18, 2009, vesting commencement date, and the balance of the option would vest monthly over the subsequent three years.
- This option vests as to 1/48 of the shares underlying these options on each monthly anniversary of the date of vesting commencement date, which was October 10, 2016.
- The terms of the option provide that 25% of the option would become exercisable on the one-year anniversary of the August 5, 2014, vesting commencement date, and the balance of the option would vest monthly over the subsequent three years.

Remarks:

Fuad Ahmad by power of
attorney for H.P. Jin 04/30/2019

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.