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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 5, 2019

TELENAV, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34720
(Commission
File Number)

77-0521800
(I.R.S. Employer
Identification No.)

4655 Great America Parkway, Suite 300
Santa Clara, California 95054
(Address of principal executive offices) (Zip code)

(408) 245-3800
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 Par Value per Share	TNAV	The NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On September 5, 2019, following the issuance of a press release by General Motors (“GM”) announcing plans to introduce new in-vehicle technology to its vehicles beginning in 2021, members of Telenav, Inc.’s (“Telenav’s” or the “Company’s”) management team conducted one-on-one telephone calls with three securities analysts and one of Telenav’s largest stockholders. On these calls, management remarked as follows:

- Telenav does not expect GM’s announcement to affect Telenav’s internal operating forecasts for fiscal years 2020 and 2021;
- Telenav has been gaining market share within GM while increasing revenue from GM, and Telenav expects this trend to continue up to the model year 2022;
- Telenav’s agreement provides that GM can offer Telenav’s navigation solution in GM vehicles through model year 2025; however, the contract does not provide minimum volume or purchase requirements;
- Telenav believes its differentiated product portfolio, including connected navigation, VIVID infotainment platform, ADAS, and In-Car Commerce and Advertising, positions Telenav well for future opportunities with customers, including GM;
- Telenav does not believe that GM’s plans to work with Google will result in Telenav being displaced from GM vehicles prior to model year 2022;
- Telenav has a longstanding relationship with GM that Telenav believes has strategic value and Telenav believes that automobile manufacturers such as GM will continue to want to work with companies like Telenav that are not in competition with them; and
- Telenav believes it can increase its current penetration rate in the overall market for navigation services.

On September 5, 2019, the Company also issued a press release, in which the Company reaffirmed its guidance previously issued on August 8, 2019 and provided a business update. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K under this Item 7.01 (including Exhibit 99.1 hereto) is being “furnished” and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to anticipated financial performance, management’s plans and objectives for future operations, business prospects, market penetration, and other matters. Any forward-looking statement made in this filing speaks only as of the date on which it is made. Telenav undertakes no obligation to publicly update or revise any

forward-looking statement, whether as a result of new information, future developments or otherwise. Forward-looking statements can be identified by various words such as “expects,” “intends,” “will,” “anticipates,” “believes,” “confident,” “continue,” “propose,” “seeks,” “could,” “may,” “should,” “estimates,” “forecasts,” “might,” “goals,” “objectives,” “targets,” “planned,” “projects,” and similar expressions. These forward-looking statements are based on management’s current beliefs and assumptions and on information currently available to management. Telenav cautions that these statements are subject to risks and uncertainties, many of which are outside of Telenav’s control and could cause future events or results to be materially different from those stated or implied in this document, or to not occur at all, including among others, risk factors that are described in Telenav’s Annual Report on Form 10-K for the fiscal year ended June 30, 2019, and other filings with the U.S. Securities and Exchange Commission (“SEC”), which are available at the SEC’s website at www.sec.gov. Given these uncertainties, you should not place undue reliance on these forward-looking statements.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 [Press release of Telenav, Inc. dated September 5, 2019.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TELENAV, INC.

Date: September 5, 2019

By: /s/ Steve Debenham

Name: Steve Debenham

Title: General Counsel



Telenav Reiterates Guidance and Provides Business Update

SANTA CLARA, Calif. – Sept. 5, 2019– Telenav®, Inc. (NASDAQ:TNAV), a leading provider of connected car and location-based services, as a response to an announcement made by General Motors, or GM, made the following business update:

Telenav has a strong and ongoing relationship with GM, with a contract effective through model year 2025. GM’s announcement today does not alter the contract in any way. Telenav does not expect GM’s announcement to affect Telenav’s internal operating forecasts for fiscal years 2020 and 2021. Telenav notes that its guidance issued on August 8, 2019 remains unchanged.

GM currently sells vehicles with two navigation solutions, of which Telenav’s solutions are part of the one that was launched in 2017. Telenav has been gaining market share within GM while increasing revenue from GM, and Telenav expects this trend to continue up to the model year 2022. Telenav’s agreement provides that GM can offer Telenav’s navigation solution in GM vehicles through model year 2025; however, the contract does not provide minimum volume or purchase requirements.

Telenav believes its differentiated product portfolio, including connected navigation, VIVID infotainment platform, ADAS, and In-Car Commerce and Advertising, positions Telenav well for future opportunities with customers, including GM.

Telenav, in conjunction with its partners including Amazon and Microsoft, believes it is in a strong position to offer compelling infotainment solutions.

“Telenav continues to provide significant infotainment solutions to General Motors and remains a valued partner,” said Nick Richards, Global Purchasing and Supply Chain, Communications Manager at GM.

“With Telenav’s model, where OEMs retain ownership of customer data and insights, and our revenue sharing model, we believe that Telenav is more aligned with OEMs’ long-term interests, making us a more sustainable partner than our competitors,” said HP Jin, Chairman and CEO of Telenav.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to anticipated financial performance, management's plans and objectives for future operations, business prospects, market penetration, and other matters. Any forward-looking statement made in this press release speaks only as of the date on which it is made. Telenav undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise. Forward-looking statements can be identified by various words such as "expects," "intends," "will," "anticipates," "believes," "confident," "continue," "propose," "seeks," "could," "may," "should," "estimates," "forecasts," "might," "goals," "objectives," "targets," "planned," "projects," and similar expressions. These forward-looking statements are based on management's current beliefs and assumptions and on information currently available to management. Telenav cautions that these statements are subject to risks and uncertainties, many of which are outside of Telenav's control and could cause future events or results to be materially different from those stated or implied in this document, or to not occur at all, including among others, risk factors that are described in Telenav's Annual Report on Form 10-K for the fiscal year ended June 30, 2019, and other filings with the U.S. Securities and Exchange Commission ("SEC"), which are available at the SEC's website at www.sec.gov. Given these uncertainties, you should not place undue reliance on these forward-looking statements.

ABOUT TELENAV, INC.

Telenav is a leading provider of connected car and location-based services, focused on transforming life on the go for people—before, during, and after every drive. Leveraging our location platform, we enable our customers to deliver custom connected car and mobile experiences. To learn more about how Telenav's location platform powers personalized navigation, mapping, big data intelligence, social driving, and location-based advertising, visit www.telenav.com.

"Telenav" is a registered trademark of Telenav, Inc. Unless otherwise noted, all other trademarks, service marks, and logos used in this press release are the trademarks, service marks or logos of their respective owners.

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TNAV-F
TNAV-C

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