

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**

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>Strambi Michael</u> _____ (Last) (First) (Middle) C/O TELENAV, INC., 4655 GREAT AMERICA PK 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO
	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2018	
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	08/10/2018		M		12,500	A	\$0	74,303	D	
Common Stock	08/10/2018		F		6,041	D	\$5.9	68,262	D	
Common Stock	08/10/2018		M		7,500	A	\$0	75,762	D	
Common Stock	08/10/2018		F		3,624	D	\$5.9	72,138	D	
Common Stock	08/10/2018		M		22,500	A	\$0	94,638	D	
Common Stock	08/10/2018		F		10,874	D	\$5.9	83,764	D	

**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						Title
Restricted Stock Unit	(1)	08/10/2018		M			12,500	08/10/2018	(2)	Common Stock	12,500	\$0	0	D	
Restricted Stock Unit	(1)	08/10/2018		M			7,500	08/10/2018	(3)	Common Stock	7,500	\$0	7,500	D	
Restricted Stock Unit	(1)	08/10/2018		M			22,500	08/10/2018	(4)	Common Stock	22,500	\$0	67,500	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Telenav Inc.'s common stock.
- These RSUs began vesting on August 10, 2014 and vest annually as to 1/4th of the shares per year.
- These RSUs began vesting on August 10, 2015 and vest annually as to 1/4th of the shares per year.
- These RSUs began vesting on August 10, 2017 and vest annually as to 1/4th of the shares per year.

**Remarks:**

Michael W. Strambi 08/13/2018  
 \*\* 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.

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