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

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**SCHEDULE 14A**

**INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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Filed by the Registrant                       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**TELENAV, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Supplement to Proxy Statement for  
2019 Annual Meeting of Stockholders  
To Be Held on Wednesday, November 20, 2019**

**Explanatory Note**

This proxy statement supplement dated November 6, 2019 (this “**Supplement**”) supplements the Proxy Statement of Telenor, Inc. (the “**Company**”) dated October 10, 2019 (the “**Proxy Statement**”) which the Company previously made available to its stockholders in connection with the solicitation of proxies by the Company’s board of directors (the “**Board of Directors**”) for use at the Company’s 2019 annual meeting of stockholders, and any postponements, adjournments or continuations thereof (the “**2019 Annual Meeting**”). This Supplement updates the Proxy Statement and should be read in conjunction with it.

The purpose of this Supplement is to provide stockholders with additional information regarding the terms of a performance-based restricted stock unit award that the Company granted on October 29, 2018 to the Company’s Chief Executive Officer (the “**CEO PSU Award**”). The Company disclosed the CEO PSU Award in the “**Executive Compensation**” section of the Proxy Statement.

This Supplement does not change the proposals to be acted on at the 2019 Annual Meeting or the recommendations of the Board of Directors in relation thereto. Except as specifically supplemented by the information contained in this Supplement, all information set forth in the Proxy Statement continues to apply and should be considered in voting your shares.

**CEO PSU Award**

Set forth below is certain information regarding the CEO PSU Award which the Company granted to Dr. HP Jin, the Company’s Chief Executive Officer, under the Company’s 2009 Equity Incentive Plan and award agreement thereunder. The CEO PSU Award covered 240,000 shares of the Company’s common stock.

The CEO PSU Award is subject to four performance milestones, each of which would trigger twenty-five percent (25%) of the shares subject to the CEO PSU Award becoming eligible to vest. Vesting is also contingent on Dr. Jin’s continued service through specified dates. Each such performance milestone requires the Company to achieve during the three-year period following the CEO PSU Award’s grant date a specified price threshold with respect to the Company’s common stock, which is determined by the trailing average closing price per share on the Nasdaq Global Market for a fifty (50) trading day period (the “**Stock Price**”). The respective Stock Price thresholds under the CEO PSU Award are \$10.00, \$12.00, \$14.00 and \$16.00.

On October 29, 2018, the grant date of the CEO PSU Award, the closing price of a share of the Company’s common stock on the Nasdaq Global Market was \$4.26 per share.