

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*<br><u>Dhanani Salman</u><br><br>(Last) (First) (Middle)<br>TELENAV, INC.<br>4655 GREAT AMERICA PARKWAY, SUITE 300<br><br>(Street)<br>SANTA CLARA CA 95054<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Telenav, Inc. [ TNAV ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Co-Pres. Automotive Bus Unit</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/12/2019</u>        |   |
| 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                    | 08/12/2019                           |  | M                              |   | 18,556  | A          | \$0                    | 430,003   | D  |   |
| Common Stock                    | 08/12/2019                           |  | S <sup>(1)</sup>               |   | 18,556  | D          | \$10.03 <sup>(2)</sup> | 411,447   | D  |   |
| Common Stock                    | 08/12/2019                           |  | M                              |   | 15,267  | A          | \$0                    | 426,714   | D  |   |
| Common Stock                    | 08/12/2019                           |  | S <sup>(1)</sup>               |   | 15,267  | D          | \$10                   | 411,447   | D  |   |
| Common Stock                    | 08/12/2019                           |  | M                              |   | 20,754  | A          | \$0                    | 432,201   | D  |   |
| Common Stock                    | 08/12/2019                           |  | S <sup>(1)</sup>               |   | 20,754  | D          | \$10                   | 411,447   | D  |   |
| Common Stock                    | 08/12/2019                           |  | M                              |   | 63,979  | A          | \$0                    | 475,426   | D  |   |
| Common Stock                    | 08/12/2019                           |  | S <sup>(1)</sup>               |   | 63,979  | D          | \$10.03 <sup>(2)</sup> | 411,447   | D  |   |
| Common Stock                    | 08/12/2019                           |  | M                              |   | 30,000  | A          | \$0                    | 441,447   | D  |   |
| Common Stock                    | 08/12/2019                           |  | S <sup>(1)</sup>               |   | 30,000  | D          | \$10.02 <sup>(3)</sup> | 411,447   | D  |   |
| Common Stock                    | 08/12/2019                           |  | S <sup>(1)</sup>               |   | 12,111  | D          | \$10                   | 399,336   | D  |   |
| Common Stock                    | 08/12/2019                           |  | S <sup>(1)</sup>               |   | 74,847  | D          | \$10                   | 324,489   | D  |   |
| Common Stock                    | 08/12/2019                           |  | S <sup>(1)</sup>               |   | 3,307   | D          | \$10                   | 321,182   | D  |   |
| Common Stock                    | 08/12/2019                           |  | S <sup>(1)</sup>               |   | 69,317  | D          | \$10.04 <sup>(4)</sup> | 251,865   | 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 |
| Non-Qualified Stock Option (right to buy)  | \$6.86   | 08/12/2019                           |  | M                              |   |  | 18,556 | (5)  | 08/04/2025      | Common Stock  | 18,556                                     | \$0  | 101,444   | 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 |
| Incentive Stock Option (right to buy)      | \$6.55   | 08/12/2019                           |  | M                              |   |  | 15,267 | (6)  | 11/02/2020      | Common Stock  | 15,267                                     | \$0  | 0   | D  |       |
| Non-Qualified Stock Option (right to buy)  | \$6.55   | 08/12/2019                           |  | M                              |   |  | 20,754 | (6)  | 11/02/2020      | Common Stock  | 20,754                                     | \$0  | 63,979  | D  |       |
| Non-Qualified Stock Option (right to buy)  | \$6.55   | 08/12/2019                           |  | M                              |   |  | 63,979 | (6)  | 11/02/2020      | Common Stock  | 63,979                                     | \$0  | 0   | D  |       |
| Non-Qualified Stock Option (right to buy)  | \$7.43   | 08/12/2019                           |  | M                              |   |  | 30,000 | (7)  | 01/31/2022      | Common Stock  | 30,000                                     | \$0  | 0   | D  |       |

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2019.
- The price reported in Column 4 is the average price. These shares were sold in multiple transactions at prices ranging from \$10.00 to \$10.07, inclusive. The reporting person undertakes to provide Telenav, any security holder of Telenav or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is the average price. These shares were sold in multiple transactions at prices ranging from \$10.00 to \$10.03, inclusive. The reporting person undertakes to provide Telenav, any security holder of Telenav or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is the average price. These shares were sold in multiple transactions at prices ranging from \$10.00 to \$10.10, inclusive. The reporting person undertakes to provide Telenav, any security holder of Telenav or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- This stock option vests as to 1/48 of the shares underlying these options on each monthly anniversary of the date of grant, August 4, 2015
- The terms of the option provide that 25% of the option would become exercisable on the one-year anniversary of the November 2, 2010, vesting commencement date, and the balance of the option would vest monthly over the subsequent three years.
- The shares subject to this stock option began vesting on January 31, 2012 and vests as to 1/4th of the shares subject to the option on the first anniversary of the vesting commencement date and the balance of the option would vest monthly over the subsequent three years.

**Remarks:**

Stuart Mar by power of attorney for Salman Dhanani      08/14/2019

\*\* 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.**