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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): October 2, 2020**

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**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, including 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:

- 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
<b>Common stock, \$0.001 Par Value per Share</b>	<b>TNAV</b>	<b>The NASDAQ Global Market</b>

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.

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**Item 8.01 Other Events.**

On October 2, 2020, Telenav, Inc. (the “Company”) issued a press release announcing that V99, a Delaware corporation led by HP Jin, Co-Founder, President and Chief Executive Officer of the Company, made a non-binding proposal to the Company regarding the acquisition by V99 of 100% of the outstanding shares of common stock of the Company (a “Going Private Transaction”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

A special committee of the board of directors of the Company consisting entirely of independent, disinterested directors (the “Special Committee”) has retained B. Riley Securities, Inc. to provide financial advice and Wilson Sonsini Goodrich & Rosati as legal counsel to assist in its review and evaluation of the proposed Going Private Transaction and strategic alternatives.

No assurances can be given regarding the terms and details of any transaction, that any proposal made by V99 regarding a proposed transaction will be accepted by the Special Committee, that definitive documentation relating to any such transaction will be executed, or that a transaction will be consummated in accordance with that documentation, if at all.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated October 2, 2020</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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: October 2, 2020

By: /s/ Steve Debenham

Name: Steve Debenham

Title: Vice President, General Counsel & Secretary

**Telenav Special Committee Confirms Receipt of Non-Binding “Go Private” Proposal**

**SANTA CLARA, Calif. October 02, 2020**, Telenav<sup>®</sup>, Inc. (the “Company”) (NASDAQ: TNAV), a leading provider of connected-car and location-based services, today confirmed that it has received a proposal from V99, a Delaware corporation led by HP Jin, Co-Founder, President and Chief Executive Officer of Telenav, to acquire all of the outstanding shares of Telenav for \$4.32 per share in cash in a “go private” transaction structured as a reverse triangular merger.

The Telenav Board of Directors has formed a Special Committee consisting of independent directors Wes Cummins, Douglas Miller, and Randy Ortiz. The Special Committee has retained independent financial and legal advisors to evaluate and consider the proposed transaction. Consistent with its fiduciary duties, and in consultation with its independent advisors, the Special Committee will carefully review the proposal and will also consider all potential strategic alternatives to maximize shareholder value.

Telenav shareholders are advised to take no action at this time.

B. Riley Securities, Inc. is serving as financial advisor to the Telenav Special Committee, and Wilson Sonsini Goodrich & Rosati is serving as legal advisor.

**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](http://www.telenav.com).

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements represent the Company’s expectations or beliefs concerning future events. Words such as “could,” “will,” “may,” “assume,” “forecast,” “strategy,” “guidance,” “outlook,” “target,” “expect,” “intend,” “plan,” “estimate,” “anticipate,” “believe” or “project” and similar expressions are used to identify forward-looking statements. Without limiting the generality of the foregoing, forward-looking statements contained in this press release include the Company’s expectations regarding V99’s proposal to acquire the Company (the “Proposal”), the terms and conditions of the Proposal, and the Special Committee’s actions in respect thereof, including considering all potential strategic alternatives to maximize shareholder value. Forward-looking statements can be affected by assumptions used or known or unknown risks or uncertainties. Consequently, no forward-looking statements can be guaranteed and actual results may differ materially and adversely from those reflected in the forward-looking statements. Factors that could cause actual results to differ materially from those indicated in the forward-looking statements include, among others, the risk that the parties will not proceed with a transaction contemplated by the Proposal, the risk that the terms of the transaction vary materially from those set forth in the Proposal, that the conditions precedent to proceeding with the transaction contemplated by the Proposal may not be met, including the negotiation and execution of definitive documentation with respect to a transaction involving the Company. Any forward-looking statement made by the Company in this press release is based only on information currently available to the Company and speaks only as of the date on which it is made. Except as required by applicable law or regulation, the Company does not assume any obligation to update any such forward-looking statements whether as the result of new developments or otherwise.

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TNAV-C

**Contact:**

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