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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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|---|--|--|
| 1. Name and Address of Reporting Person* <u>Toy Lily</u> (Last) (First) (Middle) C/O TELENV, INC. 4655 GREAT AMERICA PARKWAY, 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) <u>General Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/10/2018</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 | 09/10/2018 | | M | | 1,000 | A | \$0 | 24,226 | D | |
| Common Stock | 09/10/2018 | | F | | 345 | D | \$5.4 | 23,881 | D | |
| Common Stock | 09/10/2018 | | M | | 1,250 | A | \$0 | 25,131 | D | |
| Common Stock | 09/10/2018 | | F | | 432 | D | \$5.4 | 24,699 | 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 | \$0.0 ⁽¹⁾ | 09/10/2018 | | M | | 1,000 | | 09/10/2018 | (2) | Common Stock | 1,000 | \$0 | 0 | D | |
| Restricted Stock Unit | \$0.0 ⁽¹⁾ | 09/10/2018 | | M | | 1,250 | | 09/10/2018 | (3) | Common Stock | 1,250 | \$0 | 1,250 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Telenav, Inc.'s common stock.
- The restricted stock units vest as to 1/4 of the shares underlying these restricted stock units on each annual anniversary following the vesting commencement date, which is September 10, 2014, 1000 restricted stock units vested on September 10, 2018
- The restricted stock units vest as to 1/4 of the shares underlying these restricted stock units on each annual anniversary following the vesting commencement date, which is September 10, 2015. 1250 restricted stock units vested on September 10, 2018 and shall vest on September 10, 2019.

Remarks:

Michael Strambi by power of attorney for Lily Toy 09/11/2018

** 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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