

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* <u>Dhanani Salman</u> <hr/> (Last) (First) (Middle) TELENAV, INC. 4655 GREAT AMERICA PARKWAY, SUITE 300 <hr/> (Street) SANTA CLARA CA 95054 <hr/> (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>Co-Pres. Automotive Bus Unit</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2018</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	08/10/2018		M		7,500	A	\$0	385,165	D	
Common Stock	08/10/2018		F		2,874	D	\$5.9	382,291	D	
Common Stock	08/10/2018		M		15,000	A	\$0	397,291	D	
Common Stock	08/10/2018		F		5,749	D	\$5.9	391,542	D	
Common Stock	08/10/2018		M		25,000	A	\$0	416,542	D	
Common Stock	08/10/2018		F		9,582	D	\$5.9	406,960	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⁾	08/10/2018		M			7,500	08/10/2018	(2)	Common Stock	7,500	\$0	0	D	
Restricted Stock Unit	\$0.0 ⁽¹⁾	08/10/2018		M			15,000	08/10/2018	(3)	Common Stock	15,000	\$0	15,000	D	
Restricted Stock Unit	(1)	08/10/2018		M			25,000	08/10/2018	(4)	Common Stock	25,000	\$0	75,000	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 Strambi by power of attorney for Salman Dhanani 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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