

W CAPITAL PARTNERS II L.P.
 Form 3
 December 04, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| W CAPITAL PARTNERS II L.P. | | | (Month/Day/Year) | Telaria, Inc. [TLRA] | |
| (Last) | (First) | (Middle) | 11/08/2018 | | |
| 400 PARK AVENUE, SUITE 910 | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, NY 10022 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 5,051,886 | I | See Footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| W CAPITAL PARTNERS II L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| WCP GP II, L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| WCP GP II, LLC 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |

Signatures

W Capital Partners II, L.P., By: WCP GP II, L.P., its sole general partner, By: WCP GP II, LLC, its sole general partner, By: /s/ David Wachter, Managing Member 12/04/2018

**Signature of Reporting Person Date

WCP GP II, L.P., By: WCP GP II, LLC, its sole general partner, By: /s/ David Wachter, Managing Member 12/04/2018

**Signature of Reporting Person Date

WCP GP II, LLC, By: /s/ David Wachter, Managing Member 12/04/2018

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

W Capital Partners II, L.P. (the "Fund") is filing this report because its ownership percentage of common stock of the Issuer exceeded (1) 10% by virtue of a decrease in the Issuer's number outstanding shares as reported in its Form 10-Q for the quarter ended September 30, 2018, as filed with the Securities and Exchange Commission on November 8, 2018.

The shares are held directly by the Fund. The sole general partner of the Fund is WCP GP II, L.P. ("WCP LP"), and the sole general (2) partner of WCP LP is WCP GP II, LLC ("WCP LLC"). Each of WCP LP and WCP LLC disclaims Section 16 beneficial ownership of the securities held by the Fund, except to the extent of its pecuniary interest therein, if any.

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Remarks:

Remarks - Exhibit 99.1 Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.