

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Perdue Robert David</u>  (Last) (First) (Middle) <u>C/O THE TRADE DESK, INC.</u> <u>42 NORTH CHESTNUT STREET</u>  (Street) <u>VENTURA CA 93001</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Trade Desk, Inc. [ TTD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2017</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			
Class A Common Stock	12/01/2017		A		20,417 <sup>(1)</sup>	A	\$0.00	97,983	D	
Class A Common Stock	12/01/2017		C		1,206	A	\$0.00	99,189	D	
Class A Common Stock	12/01/2017		S <sup>(2)</sup>		1,206	D	\$47.2 <sup>(3)</sup>	97,983	D	
Class A Common Stock	12/01/2017		C		4,010	A	\$0.00	101,993	D	
Class A Common Stock	12/01/2017		S <sup>(2)</sup>		4,010	D	\$47.9 <sup>(4)</sup>	97,983	D	
Class A Common Stock	12/01/2017		C		2,284	A	\$0.00	100,267	D	
Class A Common Stock	12/01/2017		S <sup>(2)</sup>		2,284	D	\$48.877 <sup>(5)</sup>	97,983	D	
Class A Common Stock	12/01/2017		F		2,540 <sup>(6)</sup>	D	\$48	95,443	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
Employee Stock Option (Right to Buy)	\$48	12/01/2017		A		42,012		(7)	12/01/2027	Class A Common Stock	42,012	\$0.00	42,012	D	
Employee Stock Option (Right to Buy)	\$0.171	12/01/2017		M		7,500		(8)	02/07/2023	Class B Common Stock	7,500	\$0.00	98,000	D	
Class B Common Stock	\$0.00	12/01/2017		M		7,500		(9)	(9)	Class A Common Stock	7,500	\$0.00	102,500	D	
Class B Common Stock	\$0.00	12/01/2017		C		7,500		(9)	(9)	Class A Common Stock	7,500	\$0.00	95,000	D	

**Explanation of Responses:**

1. Represents restricted stock with a vesting commencement date ("VCD") of December 1, 2017, and which vests as to one-fourth of the granted shares on each anniversary of the VCD, subject to continued employment with the Issuer through the applicable vesting dates.

2. The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.58 to \$47.41, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.60 to \$48.55, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.60 to \$49.31, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
6. The shares were withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the partial vesting of a Restricted Stock Award granted December 23, 2016.
7. The option was granted on December 1, 2017, the Vesting Commencement ("VCD"). One forty-eighth (1/48th) of the shares subject to the option vest on the first monthly anniversary of the VCD, with one forty-eighth (1/48th) of the shares subject to the original grant vesting on each monthly anniversary thereafter, subject to continued employment with the Issuer through the applicable vesting dates.
8. The Option was granted on February 8, 2013, with a vesting commencement date ("VCD") of January 7, 2013. One-fourth (1/4th) of the shares subject to the option vest on the first anniversary of the VCD, with one forty-eighth (1/48th) of the shares subject to the original grant vesting on each monthly anniversary thereafter, subject to continued employment with the Issuer through the applicable vesting dates.
9. Each share of Class B Common Stock has no expiration date and is convertible for no additional consideration into one (1) share of Class A Common Stock at the option of the holder thereof at any time and upon certain other circumstances.

**Remarks:**

/s/ Vivian Yang, Attorney-in-  
Fact for Robert D. Perdue      12/05/2017

\*\* 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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