

| OMB APPROVAL                                 |           |
|--|-----------|
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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 *<br><u>Stempeck Brian John</u><br><br>(Last) (First) (Middle)<br>C/O THE TRADE DESK, INC.<br>42 NORTH CHESTNUT STREET<br><br>(Street)<br>VENTURA CA 93001<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Trade Desk, Inc. [ TTD ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Strategy Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/23/2019</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            | 12/23/2019                           |  | M                              |   | 5,838   | A          | \$30.15                 | 41,220  | D  |   |
| Class A Common Stock            | 12/23/2019                           |  | S <sup>(1)</sup>               |   | 200   | D          | \$265.25 <sup>(2)</sup> | 41,020  | D  |   |
| Class A Common Stock            | 12/23/2019                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$267.3 <sup>(3)</sup>  | 40,620  | D  |   |
| Class A Common Stock            | 12/23/2019                           |  | S <sup>(1)</sup>               |   | 1,538   | D          | \$268.4 <sup>(4)</sup>  | 39,082  | D  |   |
| Class A Common Stock            | 12/23/2019                           |  | S <sup>(1)</sup>               |   | 800   | D          | \$269.38 <sup>(5)</sup> | 38,282  | D  |   |
| Class A Common Stock            | 12/23/2019                           |  | S <sup>(1)</sup>               |   | 1,200   | D          | \$270.72 <sup>(6)</sup> | 37,082  | D  |   |
| Class A Common Stock            | 12/23/2019                           |  | S <sup>(1)</sup>               |   | 800   | D          | \$271.82 <sup>(7)</sup> | 36,282  | D  |   |
| Class A Common Stock            | 12/23/2019                           |  | S <sup>(1)</sup>               |   | 500   | D          | \$272.64 <sup>(8)</sup> | 35,782  | D  |   |
| Class A Common Stock            | 12/23/2019                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$273.79 <sup>(9)</sup> | 35,382  | 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 |
| Employee Stock Option (Right to Buy)       | \$30.15  | 12/23/2019                           |  | M                              |   | 5,838  | (10)   | 12/22/2026 | Class A Common Stock  | 5,838                                      | \$0.00   | 15,814  | D  |                  |

**Explanation of Responses:**

- 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$265.00 to \$265.50, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$266.65 to \$267.60, 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 \$267.87 to \$268.84, 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 \$268.87 to \$269.67, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$270.28 to \$271.27, 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.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$271.36 to \$272.32, 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.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$272.41 to \$272.94, 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.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$273.41 to \$274.17, 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.
10. The option was granted on December 23, 2016. The vesting commencement date ("VCD") is December 1, 2016. One forty-eighth (1/48th) of the shares subject to the option vest on each monthly anniversary of the VCD, subject to continued employment with the Issuer through the applicable vesting dates.

**Remarks:**

|   |                   |
|---|-------------------|
| <u>/s/ Vivian Yang, Attorney-in-<br/>Fact for Brian J. Stempeck</u> | <u>12/26/2019</u> |
| ** 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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