

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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* <u>Green Jeffrey Terry</u> (Last) (First) (Middle) C/O THE TRADE DESK, INC. 42 NORTH CHESTNUT STREET (Street) VENTURA CA 93001 (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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2017	
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		36,297 ⁽¹⁾	A	\$0.00	135,697	D	
Class A Common Stock	12/01/2017		F		3,953 ⁽²⁾	D	\$48	131,744	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		73,066		(3)	12/01/2027	Class A Common Stock	73,066	\$0.00	73,066	D	
Employee Stock Option (Right to Buy)	\$52.8	12/01/2017		A		2,083		(4)	12/01/2022	Class A Common Stock	2,083	\$0.00	2,083	D	

Explanation of Responses:

- 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.
- 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.
- The option was granted on December 1, 2017, the vesting commencement date ("VCD"). The option vests over four years in increments on each monthly anniversary of the VCD according to the following schedule: an aggregate of 18,780 shares will vest during each of the calendar years 2018, 2019 and 2020 and an aggregate of 16,726 shares will vest during calendar year 2021, in each case, subject to continued employment with the Issuer through the applicable vesting dates.
- The option was granted on December 1, 2017, with a VCD of December 1, 2020. The option vests over one year in increments on each monthly anniversary of the VCD according to the following schedule: an aggregate of 2,083 shares will vest during calendar year 2021, subject to continued employment with the Issuer through the applicable vesting dates.

Remarks:

/s/ Vivian Yang, Attorney in fact for Jeffrey Terry Green 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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