

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Green Jeffrey Terry</u>			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) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O THE TRADE DESK, INC. 42 NORTH CHESTNUT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>VENTURA CA 93001</u>								
(City) (State) (Zip)								

**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			
<u>Class A Common Stock</u>	<u>05/15/2020</u>		<u>A</u>		<u>21,535<sup>(1)</sup></u>	<u>A</u>	<u>\$0.00</u>	<u>218,233</u>	<u>D</u>	

**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
<u>Employee Stock Option (Right to Buy)</u>	<u>\$300.01</u>	<u>05/15/2020</u>		<u>A</u>		<u>38,578</u>		<u>(2)</u>	<u>05/15/2030</u>	<u>Class A Common Stock</u>	<u>38,578</u>	<u>\$0.00</u>	<u>38,578</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>\$330.01</u>	<u>05/15/2020</u>		<u>A</u>		<u>333</u>		<u>(3)</u>	<u>05/15/2025</u>	<u>Class A Common Stock</u>	<u>333</u>	<u>\$0.00</u>	<u>333</u>	<u>D</u>	

**Explanation of Responses:**

- Represents a restricted stock award with a Vesting Commencement Date ("VCD") of May 15, 2020, and which vests as to one-sixteenth (1/16th) of the granted shares on each quarterly anniversary of the VCD, subject to continued employment with the Issuer through the applicable vesting dates.
- The option was granted on May 15, 2020, the VCD. The option vests over four years in increments on each monthly anniversary of the VCD according to the following schedule: an aggregate of 9,727, 9,728 and 9,728 shares will vest during the twelve month periods ending on May 15, 2021, 2022 and 2023, respectively, and an aggregate of 9,395 shares will vest during the twelve month period ending May 15, 2024, in each case, subject to continued employment with the Issuer through the applicable vesting dates.
- The option was granted on May 15, 2020, with a VCD of December 15, 2023. One-fifth (1/5th) 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:**

/s/ Vivian Yang, Attorney in fact for Jeffrey Terry Green 05/19/2020

\*\* 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.

**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 Number.**