

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>Ross Paul</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2019</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	02/05/2019		C		685	A	\$0.00	38,644	D	
Class A Common Stock	02/05/2019		S <sup>(1)</sup>		685	D	\$154.9025	37,959	D	
Class A Common Stock	02/05/2019		C		1,810	A	\$0.00	39,769	D	
Class A Common Stock	02/05/2019		S <sup>(1)</sup>		1,810	D	\$154.9025	37,959	D	
Class A Common Stock	02/05/2019		M		1,804	A	\$0.00	39,763	D	
Class A Common Stock	02/05/2019		S <sup>(1)</sup>		1,804	D	\$154.9025	37,959	D	
Class A Common Stock	02/05/2019		M		1,750	A	\$0.00	39,709	D	
Class A Common Stock	02/05/2019		S <sup>(1)</sup>		1,750	D	\$154.9025	37,959	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		Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$0.819	02/05/2019		M		685	(2)	01/19/2025	Class B Common Stock	685	\$0.00	0	D	
Class B Common Stock	\$0.00	02/05/2019		M		685	(3)	(3)	Class A Common Stock	685	\$0.00	685	D	
Class B Common Stock	\$0.00	02/05/2019		C		685	(3)	(3)	Class A Common Stock	685	\$0.00	0	D	
Employee Stock Option Exercise (Right to Buy)	\$3.36	02/05/2019		M		1,810	(4)	12/08/2025	Class B Common Stock	1,810	\$0.00	9,996	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
Class B Common Stock	\$0.00	02/05/2019		M		1,810		(3)	(3)	Class A Common Stock	1,810	\$0.00	1,810	D	
Class B Common Stock	\$0.00	02/05/2019		C			1,810	(3)	(3)	Class A Common Stock	1,810	\$0.00	0	D	
Employee Stock Option Exercise (Right to Buy)	\$30.15	02/05/2019		M		1,804		(5)	12/22/2026	Class A Common Stock	1,804	\$0.00	19,848	D	
Employee Stock Option (Right to Buy)	\$48	02/05/2019		M		1,750		(6)	12/01/2027	Class A Common Stock	1,750	\$0.00	29,762	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 option was granted on January 20, 2015, the vesting commencement date ("VCD"). 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.
- 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.
- The option was granted on December 9, 2015, with a VCD of January 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.
- The option was granted on December 23, 2016. The 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.
- The option was granted on December 1, 2017, the VCD. One forty-eighth (1/48th) of the shares subject to the option vest 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 Paul E. Ross      02/06/2019

\*\* 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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