

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>Stempeck Brian John</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 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Strategy Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2019	
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	12/01/2019		A		5,261 <sup>(1)</sup>	A	\$0.00	43,419 <sup>(2)</sup>	D	
Class A Common Stock	12/01/2019		F		2,963 <sup>(3)</sup>	D	\$263.34	40,456	D	
Class A Common Stock	12/01/2019		F		2,531 <sup>(4)</sup>	D	\$263.34	37,925	D	
Class A Common Stock	12/01/2019		F		1,154 <sup>(5)</sup>	D	\$263.34	36,771	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)	\$263.34	12/01/2019		A		9,876		(6)	12/01/2029	Class A Common Stock	9,876	\$0.00	9,876	D	

**Explanation of Responses:**

- Represents a restricted stock award with a Vesting Commencement Date ("VCD") of December 1, 2019, 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.
- Includes 146 shares acquired through the Employee Stock Purchase Plan on November 15, 2019.
- 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 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 1, 2017.
- 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 1, 2018.
- The option was granted on December 1, 2019, the 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.

**Remarks:**

/s/ Vivian Yang, Attorney-in-Fact for Brian J. Stempeck 12/03/2019

\*\* 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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