

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

<b>1. Name and Address of Reporting Person*</b> <u>Paley Eric B</u>  (Last) (First) (Middle) <u>C/O THE TRADE DESK, INC.</u>  (Street) <u>VENTURA CA 93001</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Trade Desk, Inc. [ TTD ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>05/30/2017</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/30/2017		C		874,960	A	(1)	874,960	I(2)(3)	By Founder Collective, L.P.
Class A Common Stock	05/30/2017		S		874,960	D	\$52	0	I(2)(3)	By Founder Collective, L.P.
Class A Common Stock	05/30/2017		C		255,475	A	(1)	255,475	I(2)(3)	By Founder Collective Entrepreneurs' Fund, LLC
Class A Common Stock	05/30/2017		S		255,475	D	\$52	0	I(2)(3)	By Founder Collective Entrepreneurs' Fund, LLC

**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					
Class B Common Stock	(1)	05/30/2017		C		874,960		(1)(4)	(1)(4)	Class A Common Stock	\$0.00	853,661	I(2)(3)	By Founder Collective, L.P.
Class B Common Stock	(1)	05/30/2017		C		255,475		(1)(4)	(1)(4)	Class A Common Stock	\$0.00	249,257	I(2)(3)	By Founder Collective Entrepreneurs' Fund, LLC

**Explanation of Responses:**

- 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. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock upon any transfer, whether or not for value, except for certain permitted transfers described in, and transfers to any "permitted transferee" as defined in, the Issuer's Amended and Restated Certificate of Incorporation in effect as of the date hereof.
- Founder Collective GP, LLC is the general partner (the "General Partner") of Founder Collective, L.P. ("Founder LP") and the managing member of Founder Collective Entrepreneurs' Fund, LLC ("Founder LLC," and together with the General Partner and Founder LP, the "Founder Collective Entities"). David A. Frankel and Eric Paley, a member of the Issuer's Board of Directors, are the managing members of the General Partner and may be deemed to have shared voting and investment power over the shares held by the Founder Collective Entities.
- Each of the General Partner and Messrs. Frankel and Paley in their respective capacities with regard to the General Partner, may be deemed to indirectly beneficially own the securities held by the Founder Collective Entities, but disclaims ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- All shares of Class B Common Stock will convert automatically into shares of Class A Common Stock on a one-for-one basis upon the earlier of (i) the date on which the number of outstanding shares of Class B Common Stock represent less than ten percent (10%) of the aggregate number of shares of the then outstanding Class A Common Stock and Class B Common Stock or (ii) a date specified by the holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of Class B Common Stock.

**Remarks:**

/s/ Eric Paley

05/31/2017

\*\* 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.

**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.**