

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>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>06/05/2017</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

**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	06/05/2017		C		37,977	A	\$0.00 <sup>(1)</sup>	83,854	D	
Class A Common Stock	06/05/2017		S		37,977	D	\$55.76 <sup>(2)</sup>	45,877	D	
Class A Common Stock	06/06/2017		C		18,123	A	\$0.00 <sup>(1)</sup>	64,000	D	
Class A Common Stock	06/06/2017		S		18,123	D	\$56.28 <sup>(3)</sup>	45,877	D	
Class A Common Stock	06/06/2017		C		15,300	A	\$0.00 <sup>(1)</sup>	61,177	D	
Class A Common Stock	06/06/2017		S		15,300	D	\$55.65 <sup>(4)</sup>	45,877	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						Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$0.819	06/05/2017		M			37,977	(5)	01/19/2025	Class B Common Stock	37,977	\$0.819	65,356	D	
Class B Common Stock	\$0.00	06/05/2017		M		37,977		(1)	(1)	Class A Common Stock	37,977	\$0.00	37,977	D	
Class B Common Stock	\$0.00	06/05/2017		C		37,977		(1)	(1)	Class A Common Stock	37,977	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$0.819	06/06/2017		M		18,123		(5)	01/19/2025	Class B Common Stock	18,123	\$0.819	47,233	D	
Class B Common Stock	\$0.00	06/06/2017		M		18,123		(1)	(1)	Class A Common Stock	18,123	\$0.00	18,123	D	
Class B Common Stock	\$0.00	06/06/2017		C		18,123		(1)	(1)	Class A Common Stock	18,123	\$0.00	0	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)	\$3.36	06/06/2017		M			15,300	(6)	12/08/2025	Class B Common Stock	15,300	\$3.36	28,181	D	
Class B Common Stock	\$0.00	06/06/2017		M		15,300		(1)	(1)	Class A Common Stock	15,300	\$0.00	15,300	D	
Class B Common Stock	\$0.00	06/06/2017		C		15,300		(1)	(1)	Class A Common Stock	15,300	\$0.00	0	D	

**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 and upon certain other circumstances.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.50 to \$56.41, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.94 to \$56.74, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.50 to \$56.15, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The option was granted on January 20, 2015. The vesting commencement date ("VCD") is November 3, 2014. 25% of the shares subject to the option vest on the first monthly anniversary of the VCD, with one forty-eighth (1/48th) of the shares subject to the original grant vesting on each monthly anniversary thereafter, subject to continued employment with the Issuer through the applicable vesting dates.
- The option was granted on December 9, 2015. The vesting commencement date ("VCD") is 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.

**Remarks:**

/s/ Vivian Yang, Attorney-in-Fact for Paul E Ross      06/07/2017

\*\* 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.**