

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>11/03/2017</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 | 11/03/2017 | | C | | 2,778 | A | \$0.00 ⁽¹⁾ | 52,524 | D | |
| Class A Common Stock | 11/03/2017 | | C | | 686 | A | \$0.00 ⁽¹⁾ | 53,210 | 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) | \$0.819 | 11/03/2017 | | M | | 2,778 | | (2) | 01/19/2025 | Class B Common Stock | 2,778 | \$0.819 | 33,334 | D | |
| Class B Common Stock | \$0.00 | 11/03/2017 | | M | | 2,778 | | (1) | (1) | Class A Common Stock | 2,778 | \$0.00 | 2,778 | D | |
| Class B Common Stock | \$0.00 | 11/03/2017 | | C | | 2,778 | | (1) | (1) | Class A Common Stock | 2,778 | \$0.00 | 0 | D | |
| Employee Stock Option Exercise (Right to Buy) | \$0.819 | 11/03/2017 | | M | | 686 | | (3) | 01/19/2025 | Class B Common Stock | 686 | \$0.819 | 10,287 | D | |
| Class B Common Stock | \$0.00 | 11/03/2017 | | M | | 686 | | (1) | (1) | Class A Common Stock | 686 | \$0.00 | 686 | D | |
| Class B Common Stock | \$0.00 | 11/03/2017 | | C | | 686 | | (1) | (1) | Class A Common Stock | 686 | \$0.00 | 0 | D | |

Explanation of Responses:

1. 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.

2. The option was granted on January 20, 2015, with a vesting commencement date ("VCD") of November 3, 2014. One-fourth (1/4th) of the shares subject to the option vest on the first 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.

3. 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 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.

Remarks:

/s/ Vivian Yang, Attorney-In- 11/06/2017
Fact for Paul E. Ross

** 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.