

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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> <hr/> (Last) (First) (Middle) C/O THE TRADE DESK, INC. 42 NORTH CHESTNUT STREET <hr/> (Street) VENTURA CA 93001 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/20/2016	3. Issuer Name and Ticker or Trading Symbol <u>Trade Desk, Inc. [TTD]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Client Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Class B Common Stock	(1)	(2)	Class A Common Stock	15,000	(1)	D
Employee Stock Option (Right to Buy)	(3)	07/22/2020	Class B Common Stock	85,000	0.069	D
Employee Stock Option (Right to Buy)	(4)	10/11/2020	Class B Common Stock	33,333	0.069	D
Employee Stock Option (Right to Buy)	(5)	02/27/2021	Class B Common Stock	33,333	0.069	D
Employee Stock Option (Right to Buy)	(6)	04/03/2021	Class B Common Stock	33,333	0.069	D
Employee Stock Option (Right to Buy)	(7)	07/07/2021	Class B Common Stock	133,333	0.069	D
Employee Stock Option (Right to Buy)	(8)	10/16/2022	Class B Common Stock	300,000	0.171	D
Employee Stock Option (Right to Buy)	(9)	01/19/2025	Class B Common Stock	79,587	0.819	D
Employee Stock Option (Right to Buy)	(10)	12/08/2025	Class B Common Stock	41,193	3.36	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. 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.
- All shares of Class B Common Stock will convert automatically into shares of Class A Common Stock 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.
- The option was granted on July 23, 2010 with a vesting commencement date ("VCD") of June 21, 2010. 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.
- The option was granted on October 12, 2010, 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.
- The option was granted on February 28, 2011, 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.
- The option was granted on April 4, 2011, 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.
- The option was granted on July 8, 2011, 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.
- The option was granted on October 17, 2012, 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.

9. 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.

10. The option was granted on December 9, 2015, with a vesting commencement date ("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.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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

09/20/2016

** 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 5 (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.

**POWER OF ATTORNEY
BRIAN J. STEMPECK**

With respect to holdings of and transactions in securities issued by The Trade Desk, Inc. (the "Company"), the undersigned hereby constitutes and appoints the officers of the Company listed on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in the discretion of such attorney-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of September, 2016.

/s/ Brian J. Stempeck

Schedule A

Individuals Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

1. Paul E. Ross, Chief Financial Officer
2. Vivian Yang, Chief Legal Officer
3. Alfred Palomino, Senior Manager (Reporting)