

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* <b>FALBERG KATHRYN E</b>  (Last) (First) (Middle) <b>C/O THE TRADE DESK, INC.</b> <b>42 NORTH CHESTNUT STREET</b>  (Street) <b>VENTURA CA 93001</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Trade Desk, Inc. [ TTD ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/03/2018</b>	
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	05/03/2018		A		4,045 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	48,648	D	
Class A Common Stock	05/03/2018		A		1,638 <sup>(1)</sup>	A	\$49.44 <sup>(3)</sup>	50,286	D	
Class A Common Stock								80,000	I	By Family Trust

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Grant of restricted stock award under the Issuer's 2016 Equity Incentive Plan. The shares vest in quarterly installments over the one-year period following the grant or, if earlier, will vest in full on the date of the Issuer's next annual meeting of stockholders, subject to the Reporting Person's continuous service as a board member through such date.
- This restricted stock award was issued to the Reporting Person pursuant to the Issuer's Non-Employee Director Compensation Policy as an annual director equity grant.
- This restricted stock award was issued to the Reporting Person pursuant to the Issuer's Non-Employee Director Compensation Policy in lieu of director retainer and meeting fees of \$81,000.

**Remarks:**

/s/ Vivian Yang, Attorney-in-Fact for Kathryn E. Falberg 05/07/2018

\*\* 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.