

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|---|
| 1. Name and Address of Reporting Person* <u>FALBERG KATHRYN E</u> (Last) (First) (Middle) <u>C/O THE TRADE DESK, INC.</u> <u>42 NORTH CHESTNUT STREET</u> (Street) <u>VENTURA CA 93001</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/26/2020</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 | 05/26/2020 | | A | | 901 ⁽¹⁾ | A | \$0.00 ⁽²⁾ | 2,377 | D | |
| Class A Common Stock | 05/26/2020 | | A | | 180 ⁽¹⁾ | A | \$249.66 ⁽³⁾⁽⁴⁾ | 2,557 | D | |
| Class A Common Stock | 05/26/2020 | | A | | 64 ⁽⁵⁾ | A | \$249.66 ⁽⁴⁾⁽⁶⁾ | 2,621 | D | |
| Class A Common Stock | 05/26/2020 | | A | | 20 ⁽⁷⁾ | A | \$249.66 ⁽⁴⁾⁽⁸⁾ | 2,641 | D | |
| Class A Common Stock | | | | | | | | 20,000 | I | By Trust |
| Class A Common Stock | | | | | | | | 20,000 | 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 | | (A) | (D) | | | | | |

Explanation of Responses:

- Grant of restricted stock award under the Issuer's 2016 Equity Incentive Plan. The shares vest in four equal installments at the earlier of, for each such installment, (i) the date of the Issuer's applicable regularly scheduled quarterly Corporate Board meeting for the next four quarters from the date of grant or (ii) the date of each of the next four corresponding quarterly anniversaries of the date of grant, provided all then unvested shares shall vest in full on the date of the Issuer's next annual meeting of stockholders, all subject to the Reporting Person's continuous service as a member of the board of directors immediately prior to 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 \$45,000.
- This price represents the average closing stock price for a share of the Issuer's Class A Common Stock for forty-five consecutive trading days ending on, and including, the grant date. This price was used to calculate the number of restricted stock awards granted.
- Grant of restricted stock award under the Issuer's 2016 Equity Incentive Plan. The shares vest in four equal installments at the earlier of, for each such installment, (i) the date of the Issuer's applicable regularly scheduled quarterly Corporate Board meeting for the next four quarters from the date of grant or (ii) the date of each of the next four corresponding quarterly anniversaries of the date of grant, provided all then unvested shares shall vest in full on the date of the Issuer's next annual meeting of stockholders, all subject to the Reporting Person's continuous service as a member of the compensation committee immediately prior to such date.
- 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 \$16,000.
- Grant of restricted stock award under the Issuer's 2016 Equity Incentive Plan. The shares vest in four equal installments at the earlier of, for each such installment, (i) the date of the Issuer's applicable regularly scheduled quarterly Corporate Board meeting for the next four quarters from the date of grant or (ii) the date of each of the next four corresponding quarterly anniversaries of the date of grant, provided all then unvested shares shall vest in full on the date of the Issuer's next annual meeting of stockholders, all subject to the Reporting Person's continuous service as a member of the nominating and corporate governance committee immediately prior to such date.
- 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 \$5,000.

Remarks:

/s/ Vivian Yang, Attorney-in-Fact for Kathryn E. Falberg 05/28/2020

** 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.

