

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <b>GRAYSON BLAKE JEFFREY</b>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/16/2020</b>			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		
C/O THE TRADE DESK, INC. 42 NORTH CHESTNUT STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	VENTURA CA 93001							
(City)	(State)	(Zip)						

**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	12/16/2020		F		1,280 <sup>(1)</sup>	D	\$939.72	21,514	D	
Class A Common Stock	12/16/2020		F		478 <sup>(1)</sup>	D	\$939.72	21,036	D	
Class A Common Stock	12/18/2020		M		572	A	\$272.35	21,608	D	
Class A Common Stock	12/18/2020		S <sup>(2)</sup>		572	D	\$949.95	21,036	D	
Class A Common Stock	12/18/2020		M		100	A	\$272.35	21,136	D	
Class A Common Stock	12/18/2020		S <sup>(2)</sup>		100	D	\$949.95	21,036	D	
Class A Common Stock	12/18/2020		M		106	A	\$300.01	21,142	D	
Class A Common Stock	12/18/2020		S <sup>(2)</sup>		106	D	\$949.95	21,036	D	
Class A Common Stock	12/18/2020		S <sup>(2)</sup>		961	D	\$949.95	20,075	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)	\$272.35	12/18/2020		M		572		(3)	12/27/2029	Class A Common Stock	572	\$0.00	23,807	D	
Employee Stock Option (Right to Buy)	\$272.35	12/18/2020		M		100		(4)	12/27/2029	Class A Common Stock	100	\$0.00	8,671	D	
Employee Stock Option (Right to Buy)	\$300.01	12/18/2020		M		106		(5)	05/15/2030	Class A Common Stock	106	\$0.00	9,259	D	

**Explanation of Responses:**

- The shares were withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the partial vesting of a restricted stock award granted December 27, 2019.
- The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- The option was granted on December 27, 2019. The Vesting Commencement Date ("VCD") was December 16, 2019. 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 December 27, 2019. The VCD is December 16, 2019. One forty-eighth (1/48th) of the shares subject to the option vest each monthly anniversary of the VCD, subject to continued employment with the Issuer through the applicable vesting dates.
- The option was granted on May 15, 2020, the VCD. One forty-eighth (1/48th) of the shares subject to the option vest each monthly anniversary of the VCD, subject to continued employment with the Issuer through the applicable vesting dates.

**Remarks:**

/s/ Alfred Palomino, Attorney- 12/18/2020  
in-Fact for Blake Jeffrey  
Grayson

\*\* 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.**