

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

1. Name and Address of Reporting Person* <u>Vanderhook Timothy</u>			2. Issuer Name and Ticker or Trading Symbol <u>Viant Technology Inc. [ DSP ]</u>			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>CEO and Chairman</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2024</u>			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 VIANT TECHNOLOGY INC. 2722 MICHELSON DRIVE, SUITE 100			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
IRVINE	CA	92612						
(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	03/15/2024		A		194,384 <sup>(1)</sup>	A	\$0	523,597	D	
Class B Common Stock								5,833,774	D	
Class B Common Stock								500,000	I	By GRAT <sup>(2)</sup>
Class B Common Stock								500,000	I	By GRAT <sup>(3)</sup>
Class B Common Stock								500,000	I	By GRAT <sup>(4)</sup>
Class B Common Stock								500,000	I	By GRAT <sup>(5)</sup>
Class B Common Stock								9,483,701	I	By Capital V LLC <sup>(6)</sup>

**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
Non-qualified Stock Option (Right to Buy)	\$9.94	03/15/2024		A		96,363		(7)	03/15/2034	Class A Common Stock	96,363	\$0	96,363	D	
Class B Units	(8)							(8)	(8)	Class A Common Stock	0		5,833,774	D	
Class B Units	(8)							(8)	(8)	Class A Common Stock	0		500,000	I	By GRAT <sup>(2)</sup>
Class B Units	(8)							(8)	(8)	Class A Common Stock	0		500,000	I	By GRAT <sup>(3)</sup>
Class B Units	(8)							(8)	(8)	Class A Common Stock	0		500,000	I	By GRAT <sup>(4)</sup>
Class B Units	(8)							(8)	(8)	Class A Common Stock	0		500,000	I	By GRAT <sup>(5)</sup>

**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	Amount or Number of Shares				
Class B Units	(8)							(8)	(8)	Class A Common Stock	0		9,483,701	I	By Capital V LLC <sup>(6)</sup>

**Explanation of Responses:**

- Represents an award of restricted stock units ("RSUs"). The award vests in quarterly installments over three (3) years, subject to the Reporting Person's continued service to the Issuer. Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock.
- Securities held by the Stella Vanderhook 2024 grantor retained annuity trust.
- Securities held by the Gray Vanderhook 2024 grantor retained annuity trust.
- Securities held by the Kingston Vanderhook 2024 grantor retained annuity trust.
- Securities held by the Eve Vanderhook 2024 grantor retained annuity trust.
- The Reporting Person holds a one-third interest in Capital V LLC. The Reporting Person may be deemed to have an indirect pecuniary interest in 9,483,701 shares of Class B Common Stock and 9,483,701 Class B Units held by Capital V LLC.
- The shares subject to the option have a three-year, quarterly vesting schedule, subject to the Reporting Person's continued service to the Issuer through the applicable vesting dates.
- The Class B Units of Viant Technology LLC are exchangeable, at the holder's option, on a one-for-one basis into shares of Class A Common Stock of the Issuer. Upon exchange of a Class B Unit, the corresponding share of Class B Common Stock will be automatically cancelled.

**Remarks:**

/s/ Larry Madden, Attorney-in-Fact for Timothy Vanderhook      03/19/2024

\*\* 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.**