

Jin H.P.
Form 4
December 06, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jin H.P.

2. Issuer Name and Ticker or Trading Symbol
TeleNav, Inc. [TNAV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
950 DE GUIGNE DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

SUNNYVALE, CA 94085

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	--	---

Edgar Filing: Jin H.P. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Non-Qualified Stock Option (right to buy)	\$ 8.1	12/04/2012			A		150,000		<u>(1)(2)(3)</u>	06/30/2017	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 8.1	12/04/2012			A		150,000		<u>(1)(2)(3)</u>	06/30/2017	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jin H.P. 950 DE GUIGNE DRIVE SUNNYVALE, CA 94085	X		CEO	

Signatures

Loren E. Hillberg, by power of attorney For: H.P. Jin
 Date: 12/06/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This award shall vest as to 150,000 shares of Telenav common stock when, based on the closing sales price of the Telenav's common stock on the NASDAQ Global Stock Market, the price per share multiplied by the number of shares of Telenav common stock issued and outstanding as of the most recent quarter end (such product, the "Market Capitalization") equals or exceeds \$500,000,000 for 30 consecutive trading days. This award shall vest as to an additional 150,000 shares of Telenav common stock when, based on the closing sales price of Telenav's common stock on the NASDAQ Global Stock Market, the Market Capitalization equals or exceeds \$750,000,000 for 30 consecutive trading days. (Continued in Footnote 2)

(2) (Continued from Footnote 1) In the event that the initial 150,000 share portion of this award has not vested prior to the date the second 150,000 share portion vests (upon achieving the \$750,000,000 Market Capitalization), the initial 150,000 award shall also vest and no separate 30 business day period shall be required. No revisions to the number of shares outstanding as of the prior quarter end shall be made for shares held by affiliates (as such term is defined under Section 13 of the Exchange Act). In the event that the shares subject to this award have not vested on or prior to the date the Telenav completes a transaction to effect a "Change of Control", as such term is defined in that certain Employment Agreement dated October 28, 2009 between Haiping Jin and Telenav, then the shares subject to the award set forth in this agreement shall be subject to acceleration of vesting as set forth in Section 8(b)(iii) of such employment agreement, (Continued in Footnote 3)

(3) (Continued from Footnote 2) despite the fact that subsequent to such Change of Control, no public trading market exists for Telenav's common stock on the NASDAQ Global Stock Market. In the event that no shares have vested under this award by June 30, 2017, this award shall terminate and shall be of no further force or effect unless a Change of Control transaction has occurred not more than one year prior to June 30, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Jin H.P. - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.