

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
 WASHINGTON, DC 20549  
**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**Viant Technology Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
 (State or other jurisdiction of  
 incorporation or organization)

7370  
 (Primary Standard Industrial  
 Classification Code Number)

85-3447553  
 (I.R.S. Employer  
 Identification Number)

2722 Michelson Drive, Suite 100  
 Irvine, CA 92612  
 (949) 861-8888

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Tim Vanderhook  
 Chief Executive Officer  
 Viant Technology Inc.  
 2722 Michelson Drive, Suite 100  
 Irvine, CA 92612  
 (949) 861-8888

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

John M. Williams III  
 Stewart L. McDowell  
 Gibson, Dunn & Crutcher LLP  
 3161 Michelson Drive  
 Irvine, CA 92612  
 (949) 451-3800

Sarah K. Solum  
 Pamela L. Marcogliese  
 Freshfields Bruckhaus Deringer US LLP  
 2710 Sand Hill Road  
 Menlo Park, CA 94025  
 (650) 618-9250

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-252117

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities To Be Registered	Shares to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)(2)</sup>	Amount of Registration Fee <sup>(3)</sup>
Class A common stock, par value \$0.001 per share	1,725,000	\$25	\$43,125,000	\$4,705

(1) Represents only the additional number of shares being registered and includes an additional 225,000 shares issuable upon the exercise of the underwriters' option to purchase additional shares. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-252117), as amended (the "Registration Statement").

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").

(3) The registrant previously registered 9,775,000 shares of its Class A common stock for which the fee was \$25,595 on the Registration Statement, which was declared effective by the Securities and Exchange Commission on February 9, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$43,125,000 is hereby registered.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**

## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Viant Technology Inc., a Delaware corporation (the “Company”), is filing this registration statement with the Securities and Exchange Commission (the “SEC”). This registration statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-252117) (the “Registration Statement”) filed by the Company with the SEC on January 15, 2021, as amended on February 1, 2021, February 5, 2021 and February 8, 2021 which was declared effective on February 9, 2021.

The Company is filing this registration statement for the sole purpose of increasing the aggregate number of shares of Class A common stock, par value \$0.001 per share, offered by 1,725,000 shares, which includes 225,000 shares that the underwriters have the option to purchase from the selling stockholders identified in the Registration Statement. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement. The contents of the Registration Statement, including all amendments and exhibits thereto, are incorporated by reference herein.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

***Exhibit Index***

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	<a href="#"><u>Opinion of Gibson, Dunn &amp; Crutcher LLP.</u></a>
23.1	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm, as to Viant Technology Inc.</u></a>
23.2	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm, as to Viant Technology LLC.</u></a>
23.3	<a href="#"><u>Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Powers of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement (Registration No. 333-252117) filed on January 15, 2021).</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Irvine, state of California, on the 9th day of February, 2021.

Viant Technology Inc.

By:   /s/ Larry Madden

Name: Larry Madden

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, the following persons have signed this Registration Statement in the capacities and on the date indicated.

<u>                          *</u> Tim Vanderhook	Chief Executive Officer and Director (Principal Executive Officer)	February 9, 2021
<u>  /s/ Larry Madden</u> Larry Madden	Chief Financial Officer (Principal Financial and Accounting Officer)	February 9, 2021
<u>                          *</u> Chris Vanderhook	Chief Operating Officer and Director	February 9, 2021

\*By:   /s/ Larry Madden

Larry Madden

*As Attorney-in-Fact*

GIBSON DUNN

Gibson, Dunn & Crutcher LLP  
555 Mission Street  
San Francisco, CA 94105-0921  
Tel 415.393.8200  
www.gibsondunn.com

Client: 94789-00006

February 9, 2021

Viant Technology Inc.  
2722 Michelson Drive, Suite 100  
Irvine, CA 92612

Re: *Viant Technology Inc.*  
*Registration Statement on Form S-1*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 of Viant Technology Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") on the date hereof pursuant to Rule 462(b) (the "Additional Registration Statement") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 1,725,000 shares (which includes shares that may be sold upon exercise of the underwriters' option to purchase additional shares from the selling stockholders) of the Company's Class A common stock, par value \$0.001 per share, (the "Shares"). The Additional Registration Statement incorporates by reference the Registration Statement on Form S-1, File No. 333-252117, as amended (the "Registration Statement"), of the Company, filed with the Commission pursuant to the Securities Act.

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of specimen Common Stock certificates and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Additional Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof, which are incorporated by reference into the Additional Registration Statement. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn &amp; Crutcher LLP

Beijing • Brussels • Century City • Dallas • Denver • Dubai • Frankfurt • Hong Kong • Houston • London • Los Angeles • Munich  
New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 (filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended) of our report dated January 15, 2021, relating to the balance sheet of Viant Technology Inc., appearing in the Registration Statement No. 333-252117 on Form S-1 of Viant Technology Inc. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte & Touche LLP

Costa Mesa, California  
February 9, 2021

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 (filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended) of our report dated October 22, 2020, relating to the financial statements of Viant Technology LLC, appearing in the Registration Statement No. 333-252117 on Form S-1 of Viant Technology Inc. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte & Touche LLP

Costa Mesa, California  
February 9, 2021