

January 13, 2021

Tim Vanderhook
Chief Executive Officer
Viant Technology Inc.
2722 Michelson Drive, Suite 100
Irvine, CA 92612

Re: Viant Technology
Amendment No. 2 to
Submitted January
CIK: 0001828791

Inc.
Draft Registrant Statement on Form S-1
11, 2021

Dear Mr. Vanderhook:

We have reviewed your amended draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments. Unless otherwise noted, where prior comments are referred to they refer to our letter dated December 23, 2021.

Amendment No. 2 to Draft Registration Statement on Form S-1 Submitted January 11, 2021

Risk Factors
We receive a significant amount of revenue..., page 19

1. Please quantify the percentage of revenue derived from the two advertising agency holding companies that each represented more than 10% of your revenue for the periods presented.
Unaudited Pro Forma Consolidated Financial Information and Other Data, page 71

2. Please note that once this information is finalized and actual amounts are provided, we may have further questions regarding your pro forma adjustments related to the

Tim Vanderhook
FirstName LastNameTim
Viant Technology Inc. Vanderhook
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January 13, NameViant
2021 Technology Inc.

January
Page 2 13, 2021 Page 2
FirstName LastName
Reorganization and Offering Transactions.
Key Operating and Financial Performance Metrics
Use of Non-GAAP Financial Measures, page 92

3. We note that you present the non-GAAP measure of adjusted EBITDA as a percentage of revenue ex-TAC. Please revise to clarify why this measure is useful to

investors and to
the extent you continue to include such measure, also provide the
comparable GAAP
measure of net loss as a percentage of gross profit with equal or
greater prominence.
Refer to Item 10(e)(1)(A)(i) of Regulation S-K.
Revenue ex-TAC, page 93

4. We note the discussion of your non-GAAP gross profit measure begins
with a discussion
of your contractual arrangements and includes a cross reference to
your revenue
recognition critical accounting policy disclosures. Please remove this
information and
discuss the measure as it relates to your GAAP gross profit or
explain.
Executive Compensation, page 120

5. We note your response to prior comment 4 and the revised executive
compensation
disclosure for the year ended December 31, 2020. Please be advised
that executive
compensation disclosure for the year ended December 31, 2019 is also
required to be
included in your registration statement as that information previously
was required to be
provided in response to a Commission filing requirement. Refer to
Instruction 1 to Item
402(c) of Regulation S-K.
Notes to Consolidated Financial Statements
Concentration of Risk, page F-16

6. We have considered your response to prior comment 5 as well as comment
23 in your
December 9, 2020 letter and continue to believe that you should
disclose the fact that two
advertising holding companies comprised more than 10% of your revenue
and include the
percentage of revenue from each such customer for each applicable
period. Please revise
your footnote disclosures pursuant to ASC 280-10-50-42.
You may contact David Edgar, Senior Staff Accountant, at (202) 551-3459
or Kathleen
Collins, Accounting Branch Chief, at (202) 551-3499 if you have questions
regarding comments
on the financial statements and related matters. Please contact Jeff Kauten,
Staff Attorney, at
(202) 551-3447 or Jan Woo, Legal Branch Chief, at (202) 551-3453 with any other
questions.

Sincerely,

Division of

Corporation Finance
Tim Vanderhook
Viant Technology Inc.
January 13, 2021
FirstName
Page 3 LastNameTim Vanderhook
Comapany NameViant Technology Inc.

Office of Technology

January 13, 2021 Page 3
cc: Stewart McDowell
FirstName LastName