1. Name and Address of Reporting Person
   Rudelle Jean-Baptiste

   (Last) (First) (Middle)
   C/O CRITÉO LEGAL DEPT.
   387 PARK AVENUE SOUTH, 12TH FLOOR
   NEW YORK NY 10016

2. Issuer Name and Ticker or Trading Symbol
   Criteo S.A. [ CRTO ]

3. Date of Earliest Transaction (Month/Day/Year)
   06/26/2018

4. If Amendment, Date of Original Filed (Month/Day/Year)
   06/28/2018

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   X Officer (give title below)
   X Chief Executive Officer
   X Other (specify below)

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

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, If any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (right to buy)</td>
<td>$33.57(1)</td>
<td>06/26/2018</td>
<td>A</td>
<td>152,833</td>
<td>152,833</td>
<td>D</td>
<td>0</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, If any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (right to buy)</td>
<td>$33.57(1)</td>
<td>06/26/2018</td>
<td>A</td>
<td>152,833</td>
<td>152,833</td>
<td>06/26/2028</td>
<td>Ordinary Shares(3)</td>
<td>$0</td>
<td>152,833(4)</td>
<td>D</td>
<td>0</td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. The exercise price of the stock option is 28.69 euros. The U.S. dollar equivalent of the exercise price is $33.57 using the European Central Bank rate as of June 25, 2018 (1.00 = $1.700).
2. Stock options granted on June 26, 2018. One-fourth of the grant will vest on the first anniversary of the grant date and an additional 1/16th of the grant vests quarterly thereafter, subject to continued service through each vesting date.
3. The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
4. For more information about the equity of the issuer held by the reporting person, please see the issuer’s most recent definitive proxy statement filed with the Securities and Exchange Commission.

### Remarks:

/s/ Benoit Fouilland, as attorney-in-fact for Jean-Baptiste Rudelle

06/28/2018

** 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).


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.