**Form 4**

**United States Securities and Exchange Commission**

**Statement of Changes in Beneficial Ownership**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. **Name and Address of Reporting Person**
   - **Spilman Mary**
     - (Last) Spilman
     - (First) Mary
     - (Middle) —
     - (Street) C/O CRITeO LEGAL DEPT.
     - (City) NEW YORK
     - (State) NY
     - (Zip) 10016

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 08/03/2018

4. **Relationship of Reporting Person(s) to Issuer**
   - X Officer (give title below)
   - Chief Operating Officer

5. **Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares(1)</td>
<td>08/03/2018</td>
<td>—</td>
<td>S</td>
<td>4,165</td>
<td>D</td>
<td>$26.5</td>
<td>22,980(2)</td>
</tr>
</tbody>
</table>

| Ordinary Shares(1) | 08/03/2018 | — | S | 3,000 | D | $26.99 | 19,980(2) | D |

6. **Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

**Explanation of Responses:**

1. The Ordinary Shares may be represented by American Depository Shares, each of which represents one Ordinary Share.
2. For more information about 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 Mary Spilman

**Signature of Reporting Person**

Date: 08/03/2018

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.