1. Name and Address of Reporting Person
   Hubert de Pesquidoux
   C/O CRITEO 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)
   11/08/2018

4. If Amendment, Date of Original Filed (Month/Day/Year)
   11/08/2018

5. Relationship of Reporting Person(s) to Issuer
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

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

1. Title of Security (Instr. 3)
   Ordinary Shares

2. Transaction Date (Month/Day/Year)
   11/08/2018

3. Transaction Code (Instr. 4)
   1

4. Securities Acquired (A) or Disposed Of (D) (Instr. 5 and 6)
   A 25,000

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5 and 6)
   25,000

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
   D

7. Nature of Indirect Beneficial Ownership (Instr. 4)
   

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

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>25,000</td>
<td>Ordinary Shares(4)</td>
<td>25,000</td>
<td>$7.87(4)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Exercisable/Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>25,000</td>
<td>Ordinary Shares(4)</td>
<td>25,000</td>
<td>10/25/2028</td>
<td>(2)</td>
<td>$7.87(4)</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The exercise price of the non-employee warrant is 19.71 Euros. The U.S. dollar equivalent of the exercise price is $22.45 using the European Central Bank rate as of October 24, 2018 (1.00 = $1.1389), the date that is one business day prior to the date on which the issuer's board of directors determined the exercise price of the non-employee warrants.
2. One-fourth of the grant will vest on October 25, 2019 and an additional 1/16th of the grant will vest quarterly thereafter.
3. The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
4. The subscription price of the non-employee warrant is $7.87. The subscription price was satisfied by offset from fees otherwise paid to the reporting person by the issuer for service as a director.

Remarks:
/s/ Ryan Damon, as attorney-in-fact for Hubert de Pesquidoux 11/13/2018
** 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.