TREMOR VIDEO INC.

Form 4 March 09, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number:

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

WALSH JOHN J JR

Symbol TREMOR VIDEO INC. [TRMR]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner

C/O TREMOR VIDEO, INC., 1501

(Street)

(State)

(Month/Day/Year)

(Month/Day/Year) 03/07/2016

X_ Officer (give title Other (specify below) below)

SVP & Chief Technology Officer

BROADWAY, SUITE 801

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person

(Instr. 4)

Form filed by More than One Reporting

Person

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

NEW YORK, NY 10036

(City)

Security

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(Month/Day/Year)

Execution Date, if

(Zip)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s) (Instr. 3 and 4)

(A)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) (In Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Title** Amount Exercisable Date or Number of Shares Restricted Common (2) (2) 50,000 (1) 03/07/2016 Α 50,000 Stock Unit Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WALSH JOHN J JR C/O TREMOR VIDEO, INC. 1501 BROADWAY, SUITE 801 NEW YORK, NY 10036

SVP & Chief Technology Officer

Signatures

/s/Adam Lichstein, Attorney-in-Fact 03/09/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
 - Grant to the reporting person of a restricted stock unit under the issuer's 2013 Equity Incentive Plan (the "2013 Plan"). 25% of the total shares underlying the restricted stock unit grant vest on February 14, 2017 and 25% of such shares vest on each one year anniversary
- (2) thereafter, subject to continued service to the issuer through each vesting date. This restricted stock unit grant is subject to accelerated vesting following the closing of a change in control transaction and termination under certain circumstances within a specified period of time following the closing of a change in control transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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