

TREMOR VIDEO INC.  
Form 4  
July 12, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zagorski Mark

(Last) (First) (Middle)

C/O TREMOR VIDEO, INC., 1501 BROADWAY, SUITE 801

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TREMOR VIDEO INC. [TRMR]

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

07/10/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

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

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount	Number of Shares
Restricted Stock Unit	<u>(1)</u>	07/10/2017		186,440	A				<u>(2)</u>	<u>(2)</u>	Common Stock	186,	
Stock Option (Right to Buy) <u>(3)</u>	\$ 2.36	07/10/2017		450,000	A				<u>(4)</u>	07/09/2027	Common Stock	450,	
Stock Option (Right to Buy) <u>(3)</u>	\$ 2.36	07/10/2017		450,000	A				<u>(5)</u>	07/09/2027 <u>(6)</u>	Common Stock	450,	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zagorski Mark C/O TREMOR VIDEO, INC. 1501 BROADWAY, SUITE 801 NEW YORK, NY 10036	X		Chief Executive Officer	

## Signatures

/s/Aaron Saltz,  
Attorney-in-Fact

07/12/2017

  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) Grant to the Reporting Person of a restricted stock unit ("RSU") issued as an employment inducement award under applicable NYSE rules. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.

(2) The RSU will vest in four equal annual installments on each of July 10, 2018, July 10, 2019, July 10, 2020 and July 10, 2021, provided the Reporting Person continues to provide services to the Issuer on each such vesting date. This RSU grant is subject to partial accelerated vesting upon the closing of a change of control transaction and full accelerated vesting following 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.

(3) Grant to the Reporting Person of a stock option issued as an employment inducement award under applicable NYSE rules.

(4) 25% of the total shares underlying this option will vest on July 10, 2018 and the remaining shares vest 1/48 per month over the next 36 months thereafter, subject to continued service to the Issuer through each vesting date. This option is subject to partial accelerated vesting upon the closing of a change of control transaction and full accelerated vesting following 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.

(5) 50% of the shares subject to the option will vest as of the date on which the 30-day moving average of Company's common stock exceeds \$4.00 per share (as adjusted to account for any stock splits or other adjustments), and 50% of the shares subject to the option will vest as

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of the date on which the 30-day moving average of Company's common stock exceeds \$5.00 per share (as adjusted to account for any stock splits or other adjustments), provided, in each case the Reporting Person continues to provide services to the Issuer on each such vesting date. In addition, if any portion of the option becomes vested, the Reporting Person will not be entitled to exercise the vested portion until the date that is 18 months from the applicable vesting date.

- The option shall expire, with respect to the unvested portion of the option: (a) if any of the vesting criteria have not been achieved on the
- (6) date which is four years from the date of grant, or (b) the Company consummates a change in control pursuant to which the Company's common stock is acquired at a price per share (as adjusted to account for any stock splits or other adjustments) below \$5.00.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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