

TREMOR VIDEO INC.
Form 3
June 26, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Day William C

(Last) (First) (Middle)

C/O TREMOR VIDEO,
INC.,Â 53 WEST 23RD
STREET

(Street)

NEW YORK,Â NYÂ 10010

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/26/2013

3. Issuer Name **and** Ticker or Trading Symbol
TREMOR VIDEO INC. [TRMR]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other
(give title below) (specify below)

President, C.E.O.

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	09/01/2018	Common Stock	332,366	\$ 1.49	D	Â
Stock Option (right to buy)	Â (2)	02/11/2020	Common Stock	172,880	\$ 1.11	D	Â
Stock Option (right to buy)	Â (3)	02/02/2021	Common Stock	1,048,666	\$ 4.28	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Day William C C/O TREMOR VIDEO, INC. 53 WEST 23RD STREET NEW YORK, NY 10010	Â X	Â	Â President, C.E.O.	Â

Signatures

/s/ Adam Lichstein
Attorney-in-Fact

06/26/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 stock option under the ScanScout, Inc. 2006 Stock Plan (the "ScanScout 2006 Plan"). The shares subject to this option were fully vested as of September 2, 2012.

- (2) Grant to the Reporting Person of a stock option under the ScanScout, Inc. 2009 Equity Incentive Plan (the "ScanScout 2009 Plan"). 25% of the total shares underlying this option vested on July 1, 2010, 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 may be subject to accelerated vesting following the closing of a change in control transaction and following 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 under the Issuer's 2008 Stock Plan (the "Plan"). 25% of the total shares underlying this option vested on December 9, 2011, 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 may be subject to accelerated vesting following the closing of a change in control transaction and following 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.

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