

TREMOR VIDEO INC.

Form 3

June 26, 2013

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*  
Masthead Venture Capital  
Partners LP

(Last) (First) (Middle)

55 CAMBRIDGE  
PARKWAY, SUITE 103

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
06/26/20133. Issuer Name and Ticker or Trading Symbol  
TREMOR VIDEO INC. [TRMR]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)

**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 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  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. 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)	
Series A Preferred Stock	Â (1)(2)	Â (3)	Common Stock	2,602,713	\$ (1) (2)	I	See Footnotes (4) (5)
Series B Preferred Stock	Â (1)(2)	Â (3)	Common Stock	1,678,288	\$ (1) (2)	I	See Footnotes (4) (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Masthead Venture Capital Partners LP 55 CAMBRIDGE PARKWAY SUITE 103 CAMBRIDGE, MA 02142	Â	Â X	Â	Â

## Signatures

/s/ Timothy P.  
Agnew

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).

The shares will automatically convert on a one-for-one basis into shares of the Issuer's Common Stock immediately upon the closing of a  
(1) Qualified Public Offering (as defined in the Seventh Amended and Restated Certificate of Incorporation, as filed with the State of Delaware on June 13, 2013).

(2) This security is convertible at any time into shares of the Issuer's Common Stock on a one-for-one basis at the Reporting Person's election.

(3) These shares do not have an expiration date.

(4) Masthead Fund General Partner, LLC, the general partner of Masthead Venture Partners Capital, L.P., has sole voting and dispositive power with respect to the shares held by Masthead Venture Partners Capital, L.P.

The managing members of Masthead Fund General Partner, LLC are Braden Bohrmann, Daniel Flatley, Richard Levandov, Brian Owen, and Stephen Smith and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by this  
(5) entity, but disclaim beneficial ownership with respect to all shares held by this entity except to the extent of any pecuniary interest therein.

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.