TREMOR VIDEO INC.

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

Form 4 June 18, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Security

or Exercise

(Print or Type Responses)

1. Name and Address of Reporting Person *

Rossman James

(First) (Middle)

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

(Street)

(State)

06/16/2014

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

3. Date of Earliest Transaction

4. If Amendment, Date Original

NEW YORK, NY 10010

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

TREMOR VIDEO INC. [TRMR]

(Check all applicable)

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

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

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

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

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

any

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. 1 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** (Month/Day/Year)

Code

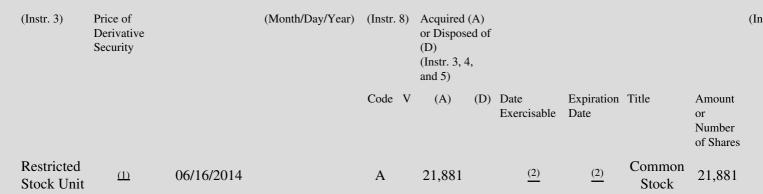
Securities

(Instr. 3 and 4)

De

Se

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Reporting Owners

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

Signatures

/s/Adam Lichstein, Attorney-in-Fact 06/18/2014

**Signature of Reporting Person

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.

Date

The restricted stock unit vests in full on the date of the Issuer's 2015 Annual Meeting of Stockholders, subject to such director's continued (2) service on the Board of Directors as of such date and provided that if such meeting date occurs during a regular or special blackout period, the shares underlying the restricted stock unit awards will not be issued until the end of such blackout period.

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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