

TREMOR VIDEO INC.  
Form 4  
July 03, 2013

**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 \*  
Lee Warren

(Last) (First) (Middle)

C/O CANAAN VII, L.P., 285  
RIVERSIDE AVENUE, SUITE 250

(Street)

WESTPORT, CT 06889

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/02/2013

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)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/02/2013		C		7,779,199	A	<u>(1)</u> <u>(2)</u>
Common Stock					10,000	<u>(4)</u>	D

See Footnote (3)

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	07/02/2013		C	3,078,380	(1) (5)		Common Stock	3,078,380
Series B Preferred Stock	(1)	07/02/2013		C	1,678,288	(1) (5)		Common Stock	1,678,288
Series C Preferred Stock	(1)	07/02/2013		C	1,535,364	(1) (5)		Common Stock	1,535,364
Series D Preferred Stock	(1)	07/02/2013		C	859,001	(1) (5)		Common Stock	859,001
Series F Preferred Stock	(2)	07/02/2013		C	448,786	(2) (5)		Common Stock	628,166

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lee Warren C/O CANAAN VII, L.P. 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06889	X	X		

## Signatures

/s/ Jaime Slocum  
Attorney-in-Fact

07/03/2013

\*\*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 share of the Issuer's Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, and Series D Preferred Stock automatically converted on a 1-for-1 basis into shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public

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Offering (as defined in the Seventh Amended and Restated Certificate of Incorporation, as filed with the Delaware Secretary of State of June 13, 2013).

- Each share of the Issuer's Series F Preferred Stock automatically converted on a 1-for-1.3997 basis into shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public Offering (as defined in the Issuer's Seventh Amended and Restated Certificate of Incorporation, as filed with the Delaware Secretary of State on June 13, 2013).
- (2)

- Shares held directly by Canaan VII L.P. (the "Canaan Fund"). Canaan Partners VII LLC ("Canaan VII" and together with the Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. Warren Lee, a member of Canaan VII, serves as the representative of the Canaan Entities on the Issuer's board of directors. Mr. Lee disclaims beneficial ownership in the securities held by the Canaan Entities, except to the extent of his pecuniary interest, if any, in such securities by virtue of the limited liability company interests he owns in Canaan VII.
- (3)

- The reported shares are represented by restricted stock units which fully vest on the date of the Issuer's 2014 Annual Meeting of Stockholders.
- (4)

- The shares had no expiration date.
- (5)

### Remarks:

#### Exhibit 24 - Power of Attorney

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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