

TREMOR VIDEO INC.
Form 3
March 10, 2017

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Evans Katie Seitz</p> <p>(Last) (First) (Middle)</p> <p>C/O TREMOR VIDEO, INC.,Â 1501 BROADWAY, SUITE 801</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/06/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TREMOR VIDEO INC. [TRMR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Operating Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
Common Stock	37,452	D	Â

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	06/23/2020	Common Stock	488	\$ 1.11	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	02/02/2021	Common Stock	1,333	\$ 4.28	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	06/07/2021	Common Stock	1,333	\$ 4.28	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	07/18/2022	Common Stock	2,666	\$ 5.01	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	09/13/2021	Common Stock	2,666	\$ 5.01	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	03/04/2023	Common Stock	6,666	\$ 5.9	D	Â
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	07/30/2023	Common Stock	5,000	\$ 8.37	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	12/04/2023	Common Stock	21,231	\$ 4.27	D	Â
Restricted Stock Unit	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	20,000	\$ <u>(5)</u>	D	Â
Restricted Stock Unit	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	75,000	\$ <u>(5)</u>	D	Â
Restricted Stock Unit	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	22,500	\$ <u>(5)</u>	D	Â
Restricted Stock Unit	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	50,000	\$ <u>(5)</u>	D	Â
Restricted Stock Unit	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	125,000	\$ <u>(5)</u>	D	Â
Restricted Stock Unit	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	35,046	\$ <u>(5)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Katie Seitz C/O TREMOR VIDEO, INC. 1501 BROADWAY, SUITE 801 NEW YORK, NY 10036	Â	Â	Â Chief Operating Officer	Â

Signatures

/s/ Aaron Saltz,
Attorney-in-Fact

03/10/2017

**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) Immediately exercisable.
4,479 of the total shares underlying this option are immediately exercisable and the remaining shares vest and become exercisable in equal monthly installments through July 31, 2017, subject to continued service to the issuer through each vesting date. This option is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.
 - (2) 17,250 of the total shares underlying this option are immediately exercisable and the remaining shares vest and become exercisable in equal monthly installments through December 5, 2017, subject to continued service to the issuer through each vesting date. This option is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.
 - (3) Grant to the reporting person of a restricted stock unit under the issuer's 2013 Equity Incentive Plan (the "2013 Plan"). Represents the portion (50%) of the total restricted stock unit grant that remains unvested. The restricted stock unit grant vests in two equal installments on each of February 13, 2018 and February 13, 2019, subject to continued service to the issuer through each vesting date. This restricted stock unit grant is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.
 - (4) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
Grant to the reporting person of a restricted stock unit under the 2013 Plan. Represents the portion (75%) of the total restricted stock unit grant that remains unvested. The restricted stock unit grant vests in three equal installments on each of December 3, 2017, December 3, 2018 and December 3, 2019, subject to continued service to the issuer through each vesting date. This restricted stock unit grant is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.
 - (5) Grant to the reporting person of a restricted stock unit under the 2013 Plan. Represents the portion (75%) of the total restricted stock unit grant that remains unvested. The restricted stock unit grant vests in three equal installments on each of February 14, 2018, February 14, 2019 and February 14, 2020, subject to continued service to the issuer through each vesting date. This restricted stock unit grant is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.
 - (6) Grant to the reporting person of a restricted stock unit under the 2013 Plan. 25% of the total shares underlying the restricted stock unit grant vest on each of April 29, 2017, April 29, 2018, April 29, 2019 and April 29, 2020, subject to continued service to the issuer through each vesting date. This restricted stock unit grant is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.
 - (7) Grant to the reporting person of a restricted stock unit under the 2013 Plan. 25% of the total shares underlying the restricted stock unit grant vest on each of February 14, 2018, February 14, 2019, February 14, 2020 and February 14, 2021, subject to continued service to the issuer through each vesting date. This restricted stock unit grant is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.
 - (8) Grant to the reporting person of a restricted stock unit under the 2013 Plan. 50% of the total shares underlying the restricted stock unit grant vest on each of February 14, 2018 and February 14, 2019, subject to continued service to the issuer through each vesting date. This restricted stock unit grant is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.
 - (9) Grant to the reporting person of a restricted stock unit under the 2013 Plan. 50% of the total shares underlying the restricted stock unit grant vest on each of February 14, 2018 and February 14, 2019, subject to continued service to the issuer through each vesting date. This restricted stock unit grant is subject to accelerated vesting in the event that the recipient is subject to a qualified termination within a specified period of time prior to or following the closing of a change in control transaction.

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Remarks:

Exhibit List - 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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