

TREMOR VIDEO INC.

Form 3

April 18, 2017

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 W CAPITAL PARTNERS II
L.P.

(Last) (First) (Middle)

400 PARK AVENUE, SUITE
910

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
03/10/20173. Issuer Name and Ticker or Trading Symbol
TREMOR VIDEO INC. [TRMR]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)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)Common Stock ⁽¹⁾

5,051,886

I

See Footnote ⁽²⁾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)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. 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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
W CAPITAL PARTNERS II L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022	^	^ X	^	^
WCP GP II, L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022	^	^ X	^	^
WCP GP II, LLC 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022	^	^ X	^	^

Signatures

W Capital Partners II, L.P., By: WCP GP II, L.P., its sole general partner, By: WCP GP II, LLC, its sole general partner, By: /s/ David Wachter, Managing Member 04/18/2017

__Signature of Reporting Person Date

WCP GP II, L.P., By: WCP GP II, LLC, its sole general partner, By: /s/ David Wachter, Managing Member 04/18/2017

__Signature of Reporting Person Date

WCP GP II, LLC, By: /s/ David Wachter, Managing Member 04/18/2017

__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).

W Capital Partners II, L.P. (the "Fund") is filing this report because its ownership percentage of common stock of the Issuer exceeded (1) 10% by virtue of a decrease in the Issuer's number outstanding shares as reported in its Form 10-K for the year ended December 31, 2016, as filed with the Securities and Exchange Commission on March 10, 2017.

The shares are held directly by the Fund. The sole general partner of the Fund is WCP GP II, L.P. ("WCP LP"), and the sole general (2) partner of WCP LP is WCP GP II, LLC ("WCP LLC"). Each of WCP LP and WCP LLC disclaims Section 16 beneficial ownership of the securities held by the Fund, except to the extent of its pecuniary interest therein, if any.

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Remarks:

Exhibit 99.1 Joint Filer Information

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.