

TREMOR VIDEO INC.  
Form 3  
June 26, 2013

**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 Rossman James</p> <p>(Last) (First) (Middle)</p> <p>C/O TREMOR VIDEO, INC., Â 53 WEST 23RD STREET</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10010</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/26/2013</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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(1)</u>	07/16/2017	Common Stock	26,013	\$ 0.44	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	02/11/2020	Common Stock	51,761	\$ 1.11	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	01/18/2021	Common Stock	103,593	\$ 4.28	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	08/06/2022	Common Stock	33,333	\$ 5.01	D	Â
Series 3 Preferred Stock	Â <u>(5)(6)</u>	Â <u>(7)</u>	Common Stock	14,780	\$ <u>(5) (6)</u>	D	Â
Series 4 Preferred Stock	Â <u>(5)(6)</u>	Â <u>(7)</u>	Common Stock	72,601	\$ <u>(5) (6)</u>	D	Â

## 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	Â X	Â	Â	Â

## Signatures

/s/ Adam Lichstein  
Attorney-in-Fact

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).
- (1) Grant to the the Reporting Person of a stock option under the ScanScout, Inc. 2006 Stock Plan (the "ScanScout 2006 Plan"). This option is fully vested.
- (2) Grant to the Reporting Person of a stock option under the ScanScout, Inc. 2009 Equity Incentive Plan (the "ScanScout 2009 Plan"). This option is fully vested.
- (3) Grant to the Reporting Person of a stock option under the Issuer's 2008 Stock Plan (the "2008 Plan"). 1/48th of the shares subject to the option vest each month after January 19, 2011. This option will vest in full upon the closing of a change of control transaction.
- (4) Grant to the Reporting Person of a stock option under the Issuer's 2008 Plan. 1/48th of the shares subject to the option vest each month after August 6, 2012. This option will vest in full upon the closing of a change of control transaction.
- (5) 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.
- 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
- (6) 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).

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(7) The shares have no expiration date.

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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