

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)

1. Name and Address of Reporting Person *

Day William C
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/26/2013

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
President, C.E.O.

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

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

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)

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 Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration

Title Amount or Number of

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|-----------|---------|----------------------------------|---|
| Stock Option (right to buy) | Â (1) | 09/01/2018 | Common Stock | 332,366 | \$ 1.49 | D | Â |
| Stock Option (right to buy) | Â (2) | 02/11/2020 | Common Stock | 172,880 | \$ 1.11 | D | Â |
| Stock Option (right to buy) | Â (3) | 02/02/2021 | Common Stock | 1,048,666 | \$ 4.28 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Day William C C/O TREMOR VIDEO, INC. 53 WEST 23RD STREET NEW YORK, NY 10010 | Â X | Â | Â President, C.E.O. | 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 Reporting Person of a stock option under the ScanScout, Inc. 2006 Stock Plan (the "ScanScout 2006 Plan"). The shares subject to this option were fully vested as of September 2, 2012.

Grant to the Reporting Person of a stock option under the ScanScout, Inc. 2009 Equity Incentive Plan (the "ScanScout 2009 Plan"). 25% of the total shares underlying this option vested on July 1, 2010, the remaining shares vest 1/48 per month over the next 36 months
 - (2) thereafter, subject to continued service to the Issuer through each vesting date. This option may be subject to accelerated vesting following the closing of a change in control transaction and following termination under certain circumstances within a specified period of time following the closing of a change in control transaction.
 - (3) Grant to the Reporting Person of a stock option under the Issuer's 2008 Stock Plan (the "Plan"). 25% of the total shares underlying this option vested on December 9, 2011, the remaining shares vest 1/48 per month over the next 36 months thereafter, subject to continued service to the Issuer through each vesting date. This option may be subject to accelerated vesting following the closing of a change in control transaction and following termination under certain circumstances within a specified period of time following the closing of a change in control transaction.

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.