TREMOR VIDEO INC.

Form 4

October 01, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BARRETT MICHAEL G.

2. Issuer Name and Ticker or Trading Symbol

TREMOR VIDEO INC. [TRMR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

X_ Director

10% Owner

C/O TREMOR VIDEO, INC., 53

(Street)

WEST 23RD STREET

6. Individual or Joint/Group Filing(Check

Officer (give title Other (specify

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

(Month/Day/Year)

09/27/2013

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

NEW YORK, NY 10010

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Iı	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(1)	09/27/2013		A		8,214		(2)	(2)	Common Stock	8,214	
Restricted Stock Unit	(1)	09/27/2013		A		21,905		(3)	(3)	Common Stock	21,905	

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
BARRETT MICHAEL G. C/O TREMOR VIDEO, INC. 53 WEST 23RD STREET NEW YORK, NY 10010	X						

Signatures

/s/Adam Lichstein, Attorney-in-Fact

**Signature of Reporting Person

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 restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (2) The restricted stock units vest in full on the date of the Issuer's 2014 Annual Meeting of Stockholders, provided Mr. Barrett continues to serve on the Board as of such date.
- (3) The restricted stock units vest in full on the first anniversary of the date of grant, provided Mr. Barrett continues to serve on the Board as of such date.

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.

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