

TREMOR VIDEO INC.

Form 4

February 16, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Day William C

(Last) (First) (Middle)

C/O TREMOR VIDEO, INC., 1501  
BROADWAY, 8TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                         |
| Common<br>Stock                       | 02/13/2017                              |                                                             | M                                       |                                                                         | 15,626 A <u>(1)</u> <u>(2)</u> 139,537 <u>(3)</u>                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 02/13/2017                              |                                                             | F                                       |                                                                         | 7,322 <u>(4)</u> D \$ 2.24 132,215 <u>(3)</u>                                                                      | D                                                                    |                                         |
| Common<br>Stock                       | 02/14/2017                              |                                                             | M                                       |                                                                         | 92,482 A <u>(5)</u> <u>(6)</u> 224,697 <u>(3)</u>                                                                  | D                                                                    |                                         |
| Common<br>Stock                       | 02/14/2017                              |                                                             | F                                       |                                                                         | 43,345 <u>(4)</u> D \$ 2.25 181,352 <u>(3)</u>                                                                     | D                                                                    |                                         |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                         | Amount or Number of Shares |
| Restricted Stock Unit                      | (1)                                                    | 02/13/2017                           |                                                    | M                              |                                                                                         | 7,813                                                    |     | (1)                                                           | (1)             | Common Stock                                                  | 7,813                      |
| Restricted Stock Unit                      | (2)                                                    | 02/13/2017                           |                                                    | M                              |                                                                                         | 7,813                                                    |     | (2)                                                           | (2)             | Common Stock                                                  | 7,813                      |
| Restricted Stock Unit                      | (5)                                                    | 02/14/2017                           |                                                    | M                              |                                                                                         | 17,482                                                   |     | (5)                                                           | (5)             | Common Stock                                                  | 17,483                     |
| Restricted Stock Unit                      | (6)                                                    | 02/14/2017                           |                                                    | M                              |                                                                                         | 75,000                                                   |     | (6)                                                           | (6)             | Common Stock                                                  | 75,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships                    |
|--------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                            | Director 10% Owner Officer Other |
| Day William C<br>C/O TREMOR VIDEO, INC.,<br>1501 BROADWAY, 8TH FLOOR<br>NEW YORK, NY 10036 | X                                |

## Signatures

/s/Adam Lichstein,  
Attorney-in-Fact

02/16/2017

\_\_Signature of Reporting Person

Date

## 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) On February 23, 2015, the reporting person was granted 31,250 restricted stock units, with each unit representing the right to receive one share of the issuer's common stock. An additional 25% of the total shares underlying the restricted stock unit vested on February 13, 2017

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and were issued on February 13, 2017. The remaining restricted stock units will vest 25% on each of February 13, 2018 and February 13, 2019, subject to continued service to the issuer through each vesting date.

- (2) On May 29, 2015, the reporting person was granted 31,250 restricted stock units, with each unit representing the right to receive one share of the issuer's common stock. An additional 25% of the total shares underlying the restricted stock unit vested on February 13, 2017 and were issued on February 13, 2017. The remaining restricted stock units will vest 25% on each of February 13, 2018 and February 13, 2019, subject to continued service to the issuer through each vesting date.

- (3) Includes 5,000 shares acquired by the reporting person under the Tremor Video, Inc. 2014 Employee Stock Purchase Plan (the "ESPP") on August 26, 2016. The purchase price per share of common stock sold in an offering under the ESPP is the lower of 85% of the fair market value of a share of common stock on (i) the first day of the offering period, and (ii) the purchase date.
- (4) Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units.

- (5) On February 24, 2014, the reporting person was granted 69,930 restricted stock units, with each unit representing the right to receive one share of the issuer's common stock. An additional 25% of the total shares underlying the restricted stock unit vested on February 14, 2017 and were issued on February 14, 2017. The remaining restricted stock units will vest on February 14, 2018, subject to continued service to the issuer through each vesting date.

- (6) On March 7, 2016, the reporting person was granted 300,000 restricted stock units, with each unit representing the right to receive one share of the issuer's common stock. 25% of the total shares underlying the restricted stock unit vested on February 14, 2017 and were issued on February 14, 2017. The remaining restricted stock units will vest 25% on each of February 14, 2018, February 14, 2019 and February 14, 2020, subject to continued service to the issuer through each vesting 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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