

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 *

Â Lichstein Adam

(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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP and CTO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O TREMOR VIDEO,
INC.,Â 53 WEST 23RD
STREET

(Street)

NEW YORK,Â NYÂ 10010

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

356,665

D

Â

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) | |
|-----------------------------|---------------------|--------------------|--------------|----------------------------------|----------|--|---|
| Stock Option (right to buy) | Â (1) | 02/11/2020 | Common Stock | 196,974 | \$ 1.11 | D | Â |
| Stock Option (right to buy) | Â (2) | 02/02/2021 | Common Stock | 295,833 | \$ 4.28 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lichstein Adam C/O TREMOR VIDEO, INC. 53 WEST 23RD STREET NEW YORK, NY 10010 | Â | Â | Â SVP and CTO | 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).

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

(1) 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.

Grant to the Reporting Person of a stock option under the Issuer's 2008 Stock Plan (the "2008 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

(2) 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.