

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 *
Lichstein Adam

(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
____X____ Officer (give title below) ____ Other (specify below)

President, Seller Platforms

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/13/2017		M	11,500	A (1) (2) 40,828	D	
Common Stock	02/13/2017		F	4,740 (3)	D \$ 2.24 36,088	D	
Common Stock	02/14/2017		M	63,468	A (4) (5) 99,556	D	
Common Stock	02/14/2017		F	26,161 (3)	D \$ 2.25 73,395	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		5,750		(1)	(1)	Common Stock	5,750
Restricted Stock Unit	(2)	02/13/2017		M		5,750		(2)	(2)	Common Stock	5,750
Restricted Stock Unit	(4)	02/14/2017		M		13,468		(4)	(4)	Common Stock	13,468
Restricted Stock Unit	(6)	02/14/2017		M		50,000		(5)	(5)	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lichstein Adam C/O TREMOR VIDEO, INC., 1501 BROADWAY, 8TH FLOOR NEW YORK, NY 10036	President, Seller Platforms

Signatures

/s/Adam Lichstein 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)

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On February 23, 2015, the reporting person was granted 23,000 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.

- (2) On May 29, 2015, the reporting person was granted 23,000 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) Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units.

- (4) On February 24, 2014, the reporting person was granted 53,872 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.

- (5) On March 7, 2016, the reporting person was granted 200,000 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.

- (6) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

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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