

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 Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr.VP, COO, GC & Secretary

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)

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

SEC 1473 (7-02)

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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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	02/11/2020	Common Stock	48,831	\$ 1.11	D	Â
Stock Option (right to buy)	Â (2)	02/02/2021	Common Stock	158,366	\$ 4.28	D	Â
Stock Option (right to buy)	Â (3)	04/24/2022	Common Stock	33,333	\$ 5.01	D	Â
Stock Option (right to buy)	Â (4)	05/22/2023	Common Stock	100,000	\$ 8.15	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 Sr.VP, COO, GC & Secretary	Â

Signatures

/s/ Adam
Lichstein 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 February 16, 2011. The remaining shares vest 1/48th per month over the next 36 months, 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 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 Plan. 25% of the total shares underlying this option vested on April 25, 2013, 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 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 Plan. 25% of the total shares underlying this option will vest on May 23, 2014, 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 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.

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