

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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Day William C		(Month/Day/Year)	TREMOR VIDEO INC. [TRMR]	
(Last)	(First)	(Middle)	06/26/2013	
C/O TREMOR VIDEO, INC., 53 WEST 23RD STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, NY 10010			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President, C.E.O.	

**Table I - Non-Derivative Securities Beneficially Owned**

1. 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	09/01/2018	Common Stock	332,366	\$ 1.49	D	Â
Stock Option (right to buy)	Â (2)	02/11/2020	Common Stock	172,880	\$ 1.11	D	Â
Stock Option (right to buy)	Â (3)	02/02/2021	Common Stock	1,048,666	\$ 4.28	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Day William C C/O TREMOR VIDEO, INC. 53 WEST 23RD STREET NEW YORK, NY 10010	Â X	Â	Â President, C.E.O.	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).
- (1) Grant to the Reporting Person of a stock option under the ScanScout, Inc. 2006 Stock Plan (the "ScanScout 2006 Plan"). The shares subject to this option were fully vested as of September 2, 2012.  
  
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
  - (2) 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.
  - (3) Grant to the Reporting Person of a stock option under the Issuer's 2008 Stock Plan (the "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.

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.