

TREMOR VIDEO INC.

Form 3

June 26, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

A Lee Warren

(Last)

(First)

(Middle)

C/O CANAAN VII, L.P., A 285
RIVERSIDE AVENUE, SUITE
250

(Street)

WESTPORT, A CT A 06889

(City)

(State)

(Zip)

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)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 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)

Common Stock

165,323

I

See Footnote ⁽¹⁾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)

Edgar Filing: TREMOR VIDEO INC. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)(3)	Â (4)	Common Stock	3,078,380	\$ (2) (3)	I	See Footnote (1)
Series B Preferred Stock	Â (2)(3)	Â (4)	Common Stock	1,678,288	\$ (2) (3)	I	See Footnote (1)
Series C Preferred Stock	Â (2)(3)	Â (4)	Common Stock	1,535,364	\$ (2) (3)	I	See Footnote (1)
Series D Preferred Stock	Â (2)(3)	Â (4)	Common Stock	859,001	\$ (2) (3)	I	See Footnote (1)
Series F Preferred Stock	Â (3)(5)	Â (4)	Common Stock	448,786	\$ (3) (5)	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lee Warren C/O CANAAN VII, L.P. 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06889	Â X	Â X	Â	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) Shares held directly by Canaan VII L.P. (the "Canaan Fund"). Canaan Partners VII LLC ("Canaan VII" and together with the Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. Warren Lee, a member of Canaan VII, serves as the representative of the Canaan Entities on the Issuer's board of directors. Mr. Lee disclaims beneficial ownership in the securities held by the Canaan Entities, except to the extent of his pecuniary interest, if any, in such securities by virtue of the limited liability company interests he owns in Canaan VII.

(2) The shares will automatically convert on a one-for-one basis into shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public Offering (as defined in the Seventh Amended and Restated Certificate of Incorporation, as filed with the State of Delaware on June 13, 2013).

(3) This security is convertible at any time into shares of the Issuer's Common Stock on a one-for-one basis at the Canaan Entities' election.

(4) These shares do not have an expiration date.

(5) The shares will automatically convert into shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public Offering (as defined in the Issuer's Seventh Amended and Restate Certificate of Incorporation, as filed with the State of Delaware on June 13, 2013) at a ratio depending upon the Issuer's initial public offering price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Edgar Filing: TREMOR VIDEO INC. - Form 3

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.