

TREMOR VIDEO INC.

Form 3

June 26, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated 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 Canaan VII L P

(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)

6. Individual or Joint/Group Filing(Check Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting Person

285 RIVERSIDE AVENUE, A SUITE 250

(Street)

WESTPORT, A CT A 06880

(City)

(State)

(Zip)

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)

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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)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		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
Canaan VII L P 285 RIVERSIDE AVENUE SUITE 250 WESTPORT,Â CTÂ 06880	Â X	Â X	Â	Â
Canaan Partners VII LLC 285 RIVERSIDE AVENUE SUITE 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â

Signatures

Canaan VII L.P. By: Canaan Partners VII LLC its General Partner /s/ Jaime Slocum	06/26/2013
Attorney-in-Fact Canaan Partners VII LLC By: /s/ Jaime Slocum Attorney-in-Fact	
____Signature of Reporting Person	Date
Jaime Slocum, 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.
- 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
- (2) Qualified Public Offering (as defined in the Issuer's Seventh Amended and Restated Certificate of Incorporation, as filed with the Delaware Secretary of State 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.

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(4) N/A.

The shares will automatically convert into shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public

(5) 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.

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Remarks:

ExhibitÂ 99.1Â -Â JointÂ FilerÂ Information

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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