TREMOR VIDEO INC.

Form 4 June 02, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **SLOAN TODD**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TREMOR VIDEO INC. [TRMR]

(Middle) (Last) (First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

05/29/2015

Director 10% Owner

(Check all applicable)

X_ Officer (give title below) Sr. VP, CFO & Treasurer

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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C/O TREMOR VIDEO, INC.,, 1501 BROADWAY, 8TH FLOOR

> 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10036

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

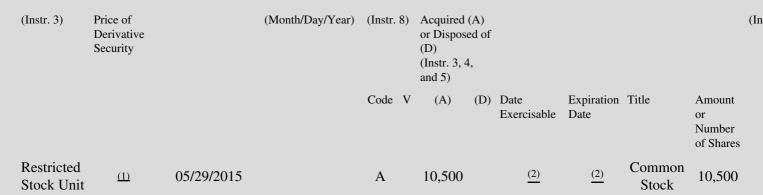
any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SLOAN TODD C/O TREMOR VIDEO, INC., 1501 BROADWAY, 8TH FLOOR NEW YORK, NY 10036

Sr. VP, CFO & Treasurer

Signatures

/s/Adam Lichstein, Attorney-in-Fact

06/02/2015

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the issuer's common stock.
 - Grant to the reporting person of a RSU under the issuer's 2013 Equity Incentive Plan (the "2013 Plan"). 25% of the total shares underlying the RSU grant vest on February 13, 2016 and 25% of such shares vest on each one year anniversary thereafter, subject to continued service to the issuer through each vesting date. This RSU grant is subject to accelerated vesting following the closing of a
- (2) change in control transaction and termination under certain circumstances within a specified period of time following the closing of a change in control transaction. Notwithstanding the foregoing, subject to compliance with the terms and conditions of that certain Transition Agreement by and between the reporting person and the issuer dated March 25, 2015, 25% of the grant will vest on the Separation Date, as defined in such Transition Agreement.

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.

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