

TREMOR VIDEO INC.
Form SC 13G/A
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2) *

Tremor Video, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001
(Title of Class of Securities)

89484Q100
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 16 Pages

Exhibit Index Contained on Page 14

CUSIP NO. 89484Q100 13 G Page 2 of 16

1 NAME Meritech
 OF Capital
 REPORTING PERSONS III
 PERSON. ("MCP III")
 CHECK THE
 2 APPROPRIATE BOX
 IF A MEMBER OF A
 GROUP*

3 (a) (b)
 SEC USE ONLY
 CITIZENSHIP OR
 4 PLACE OF
 ORGANIZATION
 Delaware

NUMBER OF 5 SOLE
 SHARES VOTING
 BENEFICIALLY 3,047,580
 OWNED BY shares, except
 EACH that Meritech
 REPORTING Capital
 PERSON Associates III
 WITH L.L.C. ("MCA
 III"), the general
 partner of MCP
 III, may be
 deemed to have
 sole voting
 power with
 respect to such
 shares,
 Meritech
 Management
 Associates III
 L.L.C. ("MMA
 III"), a
 managing
 member of
 MCA III, may
 be deemed to
 have sole
 voting power
 with respect to
 such shares,
 and Paul S.
 Madera

("Madera"),
Michael B.
Gordon
("Gordon"),
Robert D.
Ward ("Ward")
and George H.
Bischof
("Bischof"), the
managing
members of
MMA III, may
be deemed to
have shared
voting power
with respect to
such shares.

SHARED
VOTING

6 POWER

See response to
row 5.

7 SOLE

DISPOSITIVE
POWER

3,047,580
shares, except
that MCA III,
the general
partner of MCP
III, may be
deemed to have
sole dispositive
power with
respect to such
shares, MMA
III, a managing
member of
MCA III, may
be deemed to
have sole
dispositive
power with
respect to such
shares, and
Madera,
Gordon, Ward
and Bischof,
the managing
members of
MMA III, may

be deemed to
have shared
dispositive
power with
respect to such
shares.

SHARED
DISPOSITIVE
8 POWER

See response to

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED 3,047,580
BY

EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT
IN
ROW 9
EXCLUDES
CERTAIN
SHARES*
PERCENT
OF
CLASS
REPRESENTED

11 BY 5.9%
AMOUNT
IN
ROW 9

12 TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 3 of 16

1 NAME Meritech
 OF Capital
 REPORTING Affiliates III
 PERSON L.P. ("MC AFF
 III")

2 CHECK THE
 APPROPRIATE OX IF
 A MEMBER OF A
 GROUP*

3 (a) (b)
 SEC USE ONLY
 CITIZENSHIP OR
 4 PLACE OF
 ORGANIZATION

Delaware

5 SOLE
 VOTING
 POWER
 55,549 shares,
 except that
 MCA III, the
 general partner
 of MC AFF III,
 may be deemed
 to have sole
 voting power
 with respect to
 such shares,
 MMA III, a
 managing
 member of
 MCA III, may
 be deemed to
 have sole
 voting power
 with respect to
 such shares,
 and Madera,
 Gordon, Ward
 and Bischof,
 the managing
 members of
 MMA III, may
 be deemed to
 have shared
 voting power
 with respect to

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON
 WITH

such shares.

SHARED
VOTING

6 POWER

See response to
row 5.

SOLE
DISPOSITIVE
POWER

55,549 shares,
except that
MCA III, the
general partner
of MC AFF III,
may be deemed
to have sole
dispositive
power with
respect to such
shares, MMA
III, a managing
member of
MCA III, may

7 be deemed to
have sole
dispositive
power with
respect to such
shares, and
Madera,
Gordon, Ward
and Bischof,
the managing
members of
MMA III, may
be deemed to
have shared
dispositive
power with
respect to such
shares.

SHARED
DISPOSITIVE

8 POWER

See response to
row 7.

9

AGGREGATED
AMOUNT
BENEFICIALLY
OWNED
BY

10 EACH
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE
AMOUNT.
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES*
PERCENT
OF
CLASS
REPRESENTED
11 BY 0.1%
AMOUNT
IN ROW
9

12 TYPE OF
REPORTING
PERSON*PN

CUSIP NO. 89484Q100 13 G Page 4 of 16

1 NAME Meritech
 OF Capital
 REPORTING
 PERSON L.C.
 CHECK THE
 2 APPROPRIATE BOX
 IF A MEMBER OF A
 GROUP*

3 (a) (b)
 SEC USE ONLY
 4 CITIZENSHIP OR
 PLACE OF
 ORGANIZATION
 Delaware

5 SOLE
 VOTING
 POWER
 3,103,129
 shares, of
 which
 3,047,580
 shares are held
 by MCP III and
 55,549 shares
 are held by MC
 AFF III, for
 whom MCA III
 serves as
 general partner,
 except that
 MMA III, a
 managing
 member of
 MCA III, may
 be deemed to
 have sole
 power to vote
 these shares,
 and Madera,
 Gordon, Ward
 and Bischof,
 the managing
 members of
 MMA III, may
 be deemed to
 have shared
 power to vote

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

these shares.

SHARED

VOTING

6 POWER

See response to
row 5.

SOLE

DISPOSITIVE

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

AFF III, for

whom MCA III

serves as

general partner,

except that

MMA III, a

7 managing

member of

MCA III, may

be deemed to

have sole

power to

dispose of these

shares, and

Madera,

Gordon, Ward

and Bischof,

the managing

members of

MMA III, may

be deemed to

have shared

power to

dispose of these

shares.

SHARED

DISPOSITIVE

8 POWER

See response to
row 7.

9

AGGREGATE

AMOUNT

BENEFICIALLY

OWNED

10 BY
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE
AMOUNT
IN " "
ROW
(9)
EXCLUDES
CERTAIN
SHARES*
PERCENT
OF
CLASS
REPRESENTED
11 BY 6.0%
AMOUNT
IN
ROW 9

12 TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 5 of 16

| | |
|---|--|
| 1 | NAME Meritech OF Management REPORTING PERSON CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 2 | |
| 3 | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 4 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware |
| 5 | SOLE VOTING POWER 3,103,129 shares, of which 3,047,580 shares are held by MCP III and 55,549 shares are held by MC AFF III. MMA III serves as a managing member of MCA III, the general partner of such entities. Madera, Gordon, Ward and Bischof, the managing members of MMA III, may be deemed to have shared power to vote these shares. |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER See response to row 5. |
| 7 | SOLE DISPOSITIVE POWER 3,103,129 shares, |

of which
3,047,580 shares
are held by MCP
III and 55,549
shares are held by
MC AFF
III. MMA III
serves as a
managing
member of MCA
III, the general
partner of such
entities. Madera,
Gordon, Ward
and Bischof, the
managing
members of
MMA III, may be
deemed to have
shared power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER
See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED 3,103,129
BY
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT
IN ..
ROW
(9)
EXCLUDES
CERTAIN
11 SHARES*
PERCENT %
OF
CLASS
REPRESENTED
BY

AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 6 of 16

1 NAME
 OF Paul S. Madera
 REPORTING
 PERSON
 CHECK THE
 APPROPRIATE BOX
 2 IF A MEMBER OF A
 GROUP*

3 (a) (b)
 SEC USE ONLY
 CITIZENSHIP OR
 4 PLACE OF
 ORGANIZATION

U.S. Citizen
 SOLE
 5 VOTING
 POWER
 0 shares
 SHARED
 VOTING
 POWER
 3,103,129
 shares, of
 which
 3,047,580
 shares are held
 by MCP III and
 55,549 shares
 are held by MC
 NUMBER OF AFF III. MCA

SHARES 6 III is the
 general partner
 of such entities
 and Madera, as
 a managing
 member of
 MMA III, a

BENEFICIALLY managing
 member of
 MCA III, may
 be deemed to
 OWNED BY have shared
 EACH power to vote
 these shares.

REPORTING 7 SOLE
 DISPOSITIVE
 POWER

PERSON

0 shares
 SHARED
 DISPOSITIVE
 POWER
 3,103,129
 shares, of
 which
 3,047,580
 shares are held
 by MCP III and
 55,549 shares
 are held by MC
 AFF III. MCA
 III is the
 8 general partner
 of such entities
 and Madera, as
 a managing
 member of
 MMA III, a
 managing
 member of
 MCA III, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED 3,103,129
 BY
 EACH
 REPORTING
 PERSON
 CHECK
 BOX
 IF THE
 10 AGGREGATE
 AMOUNT
 IN " "
 ROW
 (9)
 EXCLUDES
 CERTAIN
 11 SHARES*
 PERCENTAGE
 OF
 CLASS
 REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 7 of 16

1 NAME
 OF Michael B.
 REPORTING
 PERSON
 CHECK THE
 APPROPRIATE BOX
 2 IF A MEMBER OF A
 GROUP*

3 (a) (b)
 SEC USE ONLY
 CITIZENSHIP OR
 4 PLACE OF
 ORGANIZATION

U.S. Citizen
 SOLE
 5 VOTING
 POWER
 0 shares
 SHARED
 VOTING
 POWER
 3,103,129
 shares, of
 which
 3,047,580
 shares are held
 by MCP III and
 55,549 shares
 are held by MC
 NUMBER OF AFF III. MCA

SHARES 6 III is the
 general partner
 of such entities
 and Gordon, as
 a managing
 member of
 MMA III, a

BENEFICIALLY managing
 member of
 MCA III, may
 be deemed to
 OWNED BY have shared
 EACH power to vote
 these shares.

REPORTING 7 SOLE
 DISPOSITIVE
 POWER

PERSON

0 shares
SHARED
DISPOSITIVE
POWER
3,103,129
shares, of
which
3,047,580
shares are held
by MCP III and
55,549 shares
are held by MC
AFF III. MCA
III is the
8 general partner
of such entities
and Gordon, as
a managing
member of
MMA III, a
managing
member of
MCA III, may
be deemed to
have shared
power to
dispose of these
shares.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED 3,103,129
BY
EACH
REPORTING
PERSON
CHECK
BOX
IF THE
10 AGGREGATE
AMOUNT
IN " "
ROW
(9)
EXCLUDES
CERTAIN
11 SHARES*
PERCENTAGE
OF
CLASS
REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 8 of 16

1 NAME
 OF Robert D.
 REPORTING
 PERSON
 CHECK THE
 APPROPRIATE BOX
 2 IF A MEMBER OF A
 GROUP*

3 (a) (b)
 SEC USE ONLY
 CITIZENSHIP OR
 4 PLACE OF
 ORGANIZATION

U.S. Citizen

SOLE

5 VOTING
 POWER

0 shares

SHARED

VOTING

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

NUMBER OF

AFF III. MCA

6 III is the

general partner

of such entities

and Ward, as a

SHARES

managing

member of

MMA III, a

BENEFICIALLY

managing

member of

MCA III, may

be deemed to

OWNED BY

have shared

EACH

power to vote

these shares.

7 SOLE

REPORTING

DISPOSITIVE

POWER

PERSON

0 shares
SHARED
DISPOSITIVE
POWER
3,103,129
shares, of
which
3,047,580
shares are held
by MCP III and
55,549 shares
are held by MC
AFF III. MCA
III is the
8 general partner
of such entities
and Ward, as a
managing
member of
MMA III, a
managing
member of
MCA III, may
be deemed to
have shared
power to
dispose of these
shares.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED 3,103,129
BY
EACH
REPORTING
PERSON
CHECK
BOX
IF THE
10 AGGREGATE
AMOUNT
IN " "
ROW
(9)
EXCLUDES
CERTAIN
11 SHARES*
PERCENTAGE
OF
CLASS
REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 9 of 16

1 NAME
 OF George H.
 REPORTING PERSON
 CHECK THE
 APPROPRIATE BOX
 2 IF A MEMBER OF A
 GROUP*

3 (a) (b)
 SEC USE ONLY
 CITIZENSHIP OR
 4 PLACE OF
 ORGANIZATION

U.S. Citizen

SOLE

5 VOTING
 POWER

0 shares

SHARED

VOTING

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

NUMBER OF

AFF III. MCA

6 III is the

general partner

of such entities

and Bischof, as

SHARES

a managing

member of

MMA III, a

BENEFICIALLY

managing

member of

MCA III, may

be deemed to

OWNED BY

have shared

EACH

power to vote

these shares.

7 SOLE

DISPOSITIVE

REPORTING

POWER

PERSON

0 shares
 SHARED
 DISPOSITIVE
 POWER
 3,103,129
 shares, of
 which
 3,047,580
 shares are held
 by MCP III and
 55,549 shares
 are held by MC
 AFF III. MCA
 III is the
 8 general partner
 of such entities
 and Bischof, as
 a managing
 member of
 MMA III, a
 managing
 member of
 MCA III, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED 3,103,129
 BY
 EACH
 REPORTING
 PERSON
 CHECK
 BOX
 IF THE
 10 AGGREGATE
 AMOUNT
 IN " "
 ROW
 (9)
 EXCLUDES
 CERTAIN
 11 SHARES*
 PERCENTAGE
 OF
 CLASS
 REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 10 of 16

This Amendment No. 2 amends the Statement on Schedule 13G previously filed by Meritech Capital Partners III L.P., a Delaware limited partnership (“MCP III”), Meritech Capital Affiliates III L.P., a Delaware limited partnership (“MC AFF III”), Meritech Capital Associates III L.L.C., a Delaware limited liability company (“MCA III”), Meritech Management Associates III L.L.C., a Delaware limited liability company (“MMA III”), Paul S. Madera (“Madera”), Michael B. Gordon (“Gordon”), Robert D. Ward (“Ward”) and George H. Bischof (“Bischof”). The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

ITEM 1(A). NAME OF ISSUER

Tremor Video, Inc.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

1501 Broadway, Suite 801

New York, NY 10036

ITEM 2(A). NAME OF PERSONS FILING

MCA III is the general partner of each of MCP III and MC AFF III, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III and MC AFF III. MMA III is a managing member of MCA III and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III, and MC AFF III. Madera, Gordon, Ward and Bischof are managing members of MMA III and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III and MC AFF III.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners

245 Lytton Ave, Suite 125

Palo Alto, CA 94301

ITEM 2(C). CITIZENSHIP

MCP III and MC AFF III are Delaware limited partnerships. MCA III and MMA III are Delaware limited liability companies. Madera, Gordon, Ward and Bischof are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock

CUSIP # 89484Q100

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of MCP III and MC AFF III, and the limited liability company agreements of MCA III and MMA III, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2017

Entities:

Meritech Capital Partners III L.P.
Meritech Capital Affiliates III L.P.
Meritech Capital Associates III L.L.C.
Meritech Management Associates III L.L.C.

By:/s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed entities

Individuals:

Paul S. Madera
Michael B. Gordon
Robert D. Ward
George H. Bischof

By:/s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed individuals

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

| <u>Exhibit</u> | Found on Sequentially <u>Numbered Page</u> |
|--|---|
| Exhibit A: Agreement of Joint Filing | 15 |
| Exhibit B: Reference to Joel Backman as Attorney-in-Fact | 16 |

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Tremor Video, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

exhibit B

Reference to Joel Backman as Attorney-in-Fact

Joel Backman has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.