

TREMOR VIDEO INC.  
Form 4  
June 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**SCHECHTER ROBERT**

(Last) (First) (Middle)

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

(Street)

**NEW YORK, NY 10036**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TREMOR VIDEO INC. [TRMR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/29/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/29/2015                           |  | M                              | 21,881 A  | 11 36,881   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Restricted Stock Unit                      | (1)  | 05/29/2015                           |  | M                              |   | 21,881   | (1) (1)   | Common Stock | 21,881                     |
| Restricted Stock Unit                      | (2)  | 05/29/2015                           |  | A                              |   | 27,881   | (3) (3)   | Common Stock | 27,881                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SCHECHTER ROBERT<br>C/O TREMOR VIDEO, INC.,<br>1501 BROADWAY, 8TH FLOOR<br>NEW YORK, NY 10036 | X             |           |         |       |

## 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).

- The restricted stock unit granted to the reporting person on June 16, 2014 vested on May 29, 2015, the date of the Issuer's 2015 Annual Meeting of Stockholders, at which time it automatically converted into the same number of shares of common stock. While the shares of common stock are fully vested, they will not be issued until the expiration of the Issuer's current blackout period.
- (1) Meeting of Stockholders, at which time it automatically converted into the same number of shares of common stock. While the shares of common stock are fully vested, they will not be issued until the expiration of the Issuer's current blackout period.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.

- The restricted stock unit vests in full on the date of the Issuer's 2016 Annual Meeting of Stockholders, subject to such director's continued service on the Board of Directors as of such date, and provided that if such meeting date occurs during a regular or special blackout period, the shares underlying the restricted stock unit awards will not be issued until the end of such blackout period.
- (3) service on the Board of Directors as of such date, and provided that if such meeting date occurs during a regular or special blackout period, the shares underlying the restricted stock unit awards will not be issued until the end of such blackout period.

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.