## Edgar Filing: TREMOR VIDEO INC. - Form 4

TREMOR V Form 4 June 28, 20	VIDEO INC.							
FORM	<b>A</b> 4 UNITED	STATES SE		AND EXCHANGE , D.C. 20549	COMMISSION	OMB A OMB Number:	PPROVAL 3235-0287	
Check t if no lor subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	nger to 16. or Filed put ons ntinue.	rsuant to Secti (a) of the Publ	SECUE ion 16(a) of th ic Utility Hol	BENEFICIAL OV RITIES ne Securities Exchanding Company Act t Company Act of 1	nge Act of 1934, of 1935 or Sectio	Expires: Estimated burden hou response n	urs per	
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> SCHECHTER ROBERT			nbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O TREMOR VIDEO, INC., 53 WEST 23RD STREET			Date of Earliest T onth/Day/Year) 26/2013		(Check all applicable) <u>X</u> Director Officer (give title Director) below) Director (specify below)			
NEW YOF	(Street) RK, NY 10010		f Amendment, D d(Month/Day/Yea	-	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)			Person			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	-	3. , if Transactio Code	A. Securities A. Securities A. A. Securities A. Securities (A) or (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities F Beneficially (1 Owned (1	. Ownership Form: Direct D) or Indirect	7. Nature of Indirect	
Reminder: Re	port on a separate line	e for each class of	f securities bene	information cont required to resp	or indirectly. spond to the collec ained in this form ond unless the form ntly valid OMB con	are not n	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	r. 3) Price of Derivative Security		(Month/Day/Year)	(Instr. 8	,	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Iı
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	06/26/2013		А		10,000		(2)	(2)	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHECHTER ROBERT C/O TREMOR VIDEO, INC. 53 WEST 23RD STREET NEW YORK, NY 10010	Х						
Signatures							
/s/Adam Lichstein, Attorney-in-Fact		06/28/2013					

<u>\*\*</u>Signature of Reporting Person

## **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 represents a contingent right to receive one share of the Issuer's Common Stock.

Date

(2) The restricted stock unit vests in full on the date of the Issuer's 2014 Annual Meeting of Stockholders.

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.