

TREMOR VIDEO INC.
Form 4
February 17, 2016

FORM 4

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

OMB APPROVAL

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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 *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Wiener Lauren			TREMOR VIDEO INC. [TRMR]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O TREMOR VIDEO, INC., 1501 BROADWAY, 8TH FLOOR			02/13/2016	Pres. Global Sales&Marketing
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	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)
			Code	V	Amount (D) or Price (A)		
Common Stock	02/13/2016		M		17,250 A <u>(1)</u> <u>(2)</u>	41,926	D
Common Stock	02/14/2016		M		8,741 A <u>(3)</u>	50,667	D
Common Stock	02/17/2016		F		10,713 <u>(4)</u> D \$ 1.79	39,954	D

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

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issued on February 17, 2016. The remaining restricted stock units will vest 25% on each of February 13, 2017, February 13, 2018 and February 13, 2019, subject to continued service to the issuer through each vesting date.

- (3) On February 24, 2014, the reporting person was granted 34,965 restricted stock units, with each unit representing the right to receive one share of the issuer's common stock. An additional 25% of the total shares underlying the restricted stock unit vested on February 14, 2016 and were issued on February 17, 2016. The remaining restricted stock units will vest 25% on each of February 14, 2017 and February 14, 2018, subject to continued service to the issuer through each vesting date.

- (4) Represents shares withheld to satisfy tax obligations upon the vesting of restricted stock units.

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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