TREMOR VIDEO INC.

Form 4 June 07, 2016

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

Form 5 obligations may continue.

1(b).

(Last)

(City)

See Instruction

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 * Todd Michael A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

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TREMOR VIDEO INC. [TRMR]

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

06/03/2016

X_ Director 10% Owner Officer (give title Other (specify below)

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

(Street)

(State)

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

D

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

NEW YORK, NY 10036

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3) any

Execution Date, if (Month/Day/Year)

(Zip)

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

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 06/03/2016 Stock

M 27,881 (1) 145,137

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Share
Restricted Stock Unit	<u>(1)</u>	06/03/2016		M		27,881	<u>(1)</u>	<u>(1)</u>	Common Stock	27,881
Restricted Stock Unit	(2)	06/03/2016		A	42,372		(3)	(3)	Common Stock	42,372

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Todd Michael A. C/O TREMOR VIDEO, INC., 1501 BROADWAY, 8TH FLOOR NEW YORK, NY 10036	X						

Signatures

/s/ Adam Lichstein, Attorney-in-Fact

06/07/2016

**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 May 29, 2015 vested on June 3, 2016, the date of the Issuer's 2016 Annual
- (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 2017 Annual Meeting of Stockholders, subject to such director's continued (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 award 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.

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