

TREMOR VIDEO INC.  
Form 8-K  
June 04, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 3, 2015 (May 29, 2015)**

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**Tremor Video, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35982**  
(Commission  
File Number)

**20-5480343**  
(IRS Employer  
Identification No.)

**1501 Broadway, 8th Floor  
New York, New York**

**10036**

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(646) 723-5300**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 29, 2015, Tremor Video, Inc., or the Company, held its Annual Meeting of Stockholders. As of April 2, 2015, the record date for the Annual Meeting, 51,380,047 shares of the Company's common stock were issued and outstanding. A summary of the matters voted upon by stockholders is set forth below.

1. The Company's stockholders re-elected Rachel Lam and James Rossman as Class II directors of the Company to serve a three-year term until the Company's 2018 Annual Meeting of stockholders. The voting results were as follows:

|               | <b>Votes For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------|------------------|-----------------|-------------------------|
| Rachel Lam    | 27,149,770       | 571,464         | 10,985,578              |
| James Rossman | 26,361,345       | 1,359,889       | 10,985,578              |

2. The Company's stockholders approved the Company's 2013 Equity Incentive Plan, as amended. The voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 23,928,264       | 3,782,210            | 10,760         | 10,985,578              |

3. The Company's stockholders ratified the selection by the Audit Committee of the Board of Directors of the Company of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2015. The voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 38,526,532       | 179,661              | 619            | 0                       |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TREMOR VIDEO, INC.**

Dated: June 3, 2015

By:

/S/ ADAM LICHSTEIN  
Adam Lichstein  
Senior Vice President, Chief Operating Officer,  
General Counsel and Secretary