

TREMOR VIDEO INC.
Form 3
June 26, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
W CAPITAL PARTNERS II L.P.			(Month/Day/Year)	TREMOR VIDEO INC. [TRMR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
1 EAST 52ND STREET, FIFTH FLOOR,			(Check all applicable)		
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK, NY 10022			<input type="checkbox"/> Officer	<input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,101,887	I	See Footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series F Preferred Stock	Â (2)(3)	Â (4)	Common Stock	2,250,478	\$ (2) (3)	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
W CAPITAL PARTNERS II L.P. 1 EAST 52ND STREET, FIFTH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
WCP GP II, L.P. C/O W CAPITAL PARTNERS 1 EAST 52ND STREET, FIFTH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
WCP GP II, LLC C/O W CAPITAL PARTNERS 1 EAST 52ND STREET, FIFTH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

By: W Capital Partners II, L.P., By: WCP GP II, L.P., its sole general partner, By: WCP GP II, LLC, its sole general partner, By: /s/ David Wachter, Managing Member	06/26/2013
_____ **Signature of Reporting Person	Date
By: WCP GP II, L.P., By: WCP GP II, LLC, its sole general partner, By: /s/ David Wachter, Managing Member	06/26/2013
_____ **Signature of Reporting Person	Date
By: WCP GP II, LLC, By: /s/ David Wachter, Managing Member	06/26/2013
_____ **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These shares are held directly by W Capital Partners II, L.P. (the "Fund"). The sole general partner of the Fund is WCP GP II, L.P. ("WCP LP"), and the sole general partner of WCP LP is WCP GP II, LLC ("WCP LLC" and, together with the Fund and WCP LP, the "W Capital Entities"). Each of the W Capital Entities may be deemed to have sole voting, investment and dispositive power with respect to the shares held directly by the Fund.
- (2) These shares will automatically convert into shares of the Issuer's common stock immediately upon the closing of a Qualified Public Offering (as defined in the Issuer's Seventh Amended and Restated Certificate of Incorporation, as filed with the State of Delaware on June 13, 2013) at a one-for-one ratio, which may be automatically adjusted depending upon the Issuer's initial public offering price.
- (3) These shares are convertible at any time into shares of the Issuer's Common Stock on a one-for-one basis at the Reporting Person's election.
- (4) These shares do not have an expiration date.

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Remarks:

Exhibit 99.1 - Joint Filer Information

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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