

TREMOR VIDEO INC.
Form 4
June 18, 2014

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 *
Lee Warren

(Last) (First) (Middle)

C/O CANAAN VII, L.P., 285
RIVERSIDE AVENUE, SUITE 250

(Street)

WESTPORT, CT 06889

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TREMOR VIDEO INC. [TRMR]

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

06/16/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or (D) Price			
Common Stock	06/16/2014		A	21,881 (1)	A \$ 0 31,881 (2)	D	
Common Stock					7,944,522	I	See Footnote (3)

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)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lee Warren C/O CANAAN VII, L.P. 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06889	X	X		

Signatures

/s/ Warren Lee 06/18/2014

__Signature of Date
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) The reported shares are represented by restricted stock units which fully vest on the date of the Issuer's 2015 Annual Meeting of Stockholders, subject to such director's continued 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 awards will not be issued until the end of such blackout period.

(2) 10,000 of the reported shares are represented by restricted stock units which fully vested on June 16, 2014, the date of the Company's 2014 Annual Meeting of Stockholders, which shares will be issued to Mr. Lee upon expiration of the blackout period to which Mr. Lee was subject on the date of vesting.

(3) Shares held directly by Canaan VII L.P. (the "Canaan Fund"). Canaan Partners VII LLC ("Canaan VII" and together with the Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. Warren Lee, a member of Canaan VII, serves as the representative of the Canaan Entities on the Issuer's board of directors. Mr. Lee disclaims beneficial ownership in the securities held by the Canaan Entities, except to the extent of his pecuniary interest, if any, in such securities by virtue of the limited liability company interests he owns in Canaan VII.

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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