

TREMOR VIDEO INC.
Form 4
July 02, 2013

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 *
W CAPITAL PARTNERS II L.P.

(Last) (First) (Middle)

1 EAST 52ND STREET, FIFTH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TREMOR VIDEO INC. [TRMR]

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

07/02/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 (A) or (D) Price			
Common Stock	07/02/2013		C	3,149,999 A <u>(D)</u>	5,251,886	I	See Footnote <u>(2)</u>

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

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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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series F Preferred Stock	(1)	07/02/2013		C	2,250,478	(1)	(1)	Common Stock	3,149,99

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		X		
WCP GP II, L.P. 1 EAST 52ND STREET, FIFTH FLOOR NEW YORK, NY 10022		X		
WCP GP II, LLC 1 EAST 52ND STREET, FIFTH FLOOR NEW YORK, NY 10022		X		

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 07/02/2013
__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 07/02/2013
__Signature of Reporting Person Date

By: WCP GP II, LLC, By: /s/ David Wachter, Managing Member 07/02/2013
__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).
- (1) Each share of Series F Preferred Stock automatically converted into approximately 1.3997 shares of the Issuer's common stock immediately upon the closing of the Issuer's initial public offering, which was 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. The Series F Preferred Stock had no expiration date.
- (2) 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.

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. 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.