

TREMOR VIDEO INC.  
Form 8-K  
June 09, 2016

**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 9, 2016 (June 3, 2016)**

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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**  
(Address of principal executive offices)

**10036**  
(Zip Code)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o 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 June 3, 2016, Tremor Video, Inc., or the Company, held its Annual Meeting of Stockholders. As of April 8, 2016, the record date for the Annual Meeting, 52,572,284 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 William Day and Robert Schechter as Class III directors of the Company to serve a three-year term until the Company's 2019 Annual Meeting of stockholders. The voting results were as follows:

|                  | <b>Votes For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------|------------------|-----------------|-------------------------|
| William Day      | 24,088,441       | 369,711         | 10,268,195              |
| Robert Schechter | 20,444,510       | 4,013,642       | 10,268,195              |

2. 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, 2016. The voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 34,096,169       | 503,395              | 126,783        | 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 9, 2016

By:

/S/ AARON SALTZ  
Aaron Saltz  
General Counsel and Secretary