

TREMOR VIDEO INC.
Form SC 13G/A
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2) *

Tremor Video, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001
(Title of Class of Securities)

89484Q100
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 16 Pages

Exhibit Index Contained on Page 14

CUSIP NO. 89484Q100 13 G Page 2 of 16

1 NAME Meritech
OF Capital
REPORTING PERSON. ("MCP III")
CHECK THE
2 APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

3 (a) " (b) x
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
Delaware

NUMBER OF 5 SOLE
SHARES VOTING
POWER
3,047,580
BENEFICIALLY shares, except
OWNED BY Capital
EACH Associates III
L.L.C. ("MCA
REPORTING III"), the general
partner of MCP
PERSON III, may be
deemed to have
WITH sole voting
power with
respect to such
shares,
Meritech
Management
Associates III
L.L.C. ("MMA
III"), a
managing
member of
MCA III, may
be deemed to
have sole
voting power
with respect to
such shares,
and Paul S.
Madera

("Madera"),
Michael B.
Gordon
("Gordon"),
Robert D.
Ward ("Ward")
and George H.
Bischof
("Bischof"), the
managing
members of
MMA III, may
be deemed to
have shared
voting power
with respect to
such shares.

SHARED
VOTING

6 POWER

See response to
row 5.

7 SOLE

DISPOSITIVE
POWER

3,047,580
shares, except
that MCA III,
the general
partner of MCP
III, may be
deemed to have
sole dispositive
power with
respect to such
shares, MMA
III, a managing
member of
MCA III, may
be deemed to
have sole
dispositive
power with
respect to such
shares, and
Madera,
Gordon, Ward
and Bischof,
the managing
members of
MMA III, may

be deemed to
have shared
dispositive
power with
respect to such
shares.

SHARED
DISPOSITIVE
8 POWER

See response to

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 3,047,580

9

EACH
REPORTING
PERSON
CHECK
BOX IF

10

THE
AGGREGATE
AMOUNT
IN
ROW 9
EXCLUDES
CERTAIN
SHARES*
PERCENT
OF
CLASS
REPRESENTED

11

BY 5.9%
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 3 of 16

1 NAME Meritech
OF Capital
REPORTING Affiliates III
PERSON L.P. ("MC AFF
III")

2 CHECK THE
APPROPRIATE OX IF
A MEMBER OF A
GROUP*

3 (a) " (b) x
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION

Delaware
5 SOLE
VOTING
POWER
55,549 shares,
except that
MCA III, the
general partner
of MC AFF III,
may be deemed
to have sole
voting power
with respect to
such shares,
MMA III, a
managing
member of
MCA III, may
be deemed to
have sole
voting power
with respect to
such shares,
and Madera,
Gordon, Ward
and Bischof,
the managing
members of
MMA III, may
be deemed to
have shared
voting power
with respect to

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

such shares.

SHARED

VOTING

6 POWER

See response to
row 5.

SOLE

DISPOSITIVE

POWER

55,549 shares,
except that

MCA III, the

general partner

of MC AFF III,

may be deemed

to have sole

dispositive

power with

respect to such

shares, MMA

III, a managing

member of

MCA III, may

7 be deemed to

have sole

dispositive

power with

respect to such

shares, and

Madera,

Gordon, Ward

and Bischof,

the managing

members of

MMA III, may

be deemed to

have shared

dispositive

power with

respect to such

shares.

SHARED

DISPOSITIVE

8 POWER

See response to
row 7.

9

AGGREGATED

AMOUNT

BENEFICIALLY

OWNED

BY

10 EACH
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE
AMOUNT.
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES*
PERCENT
OF
CLASS
REPRESENTED
BY
11 AMOUNT 0.1%
IN ROW
9

12 TYPE OF
REPORTING
PERSON*PN

CUSIP NO. 89484Q100 13 G Page 4 of 16

1 NAME Meritech
OF Capital
REPORTING KENNEDY
PERSON L.C.
CHECK THE
2 APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

3 (a) ☐ (b) ☒
SEC USE ONLY
4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

5 SOLE
VOTING
POWER
3,103,129
shares, of
which
3,047,580
shares are held
by MCP III and
55,549 shares
are held by MC
AFF III, for
whom MCA III
serves as
general partner,
except that
NUMBER OF MMA III, a
managing
SHARES member of
MCA III, may
BENEFICIALLY be deemed to
have sole
OWNED BY power to vote
EACH these shares,
and Madera,
REPORTING Gordon, Ward
and Bischof,
PERSON the managing
members of
WITH MMA III, may
be deemed to
have shared
power to vote

these shares.

SHARED

VOTING

6 POWER

See response to
row 5.

SOLE

DISPOSITIVE

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

AFF III, for

whom MCA III

serves as

general partner,

except that

MMA III, a

7 managing

member of

MCA III, may

be deemed to

have sole

power to

dispose of these

shares, and

Madera,

Gordon, Ward

and Bischof,

the managing

members of

MMA III, may

be deemed to

have shared

power to

dispose of these

shares.

SHARED

DISPOSITIVE

8 POWER

See response to

row 7.

9

AGGREGATE

AMOUNT

BENEFICIALLY

OWNED

10 BY
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE
AMOUNT
IN " "
ROW
(9)
EXCLUDES
CERTAIN
SHARES*
PERCENT
OF
CLASS
REPRESENTED
11 BY 6.0%
AMOUNT
IN
ROW 9

12 TYPE
OF
REPORTING
PERSON*
OO

CUSIP NO. 89484Q100 13 G Page 5 of 16

1	NAME	Meritech
	OF	Management
	REPORTING	REPRESENTATIVE III
	PERSON	L.C.
	CHECK THE	
	APPROPRIATE BOX	
2	IF A MEMBER OF A	
	GROUP*	
	(a) ☐	(b) ☒
3	SEC USE ONLY	
	CITIZENSHIP OR	
4	PLACE OF	
	ORGANIZATION	
	Delaware	
	SOLE VOTING	
	POWER	
	3,103,129 shares,	
	of which	
	3,047,580 shares	
	are held by MCP	
	III and 55,549	
	shares are held by	
	MC AFF	
	III. MMA III	
NUMBER OF	serves as a	
SHARES	5 managing	
	member of MCA	
BENEFICIALLY	III, the general	
	partner of such	
OWNED BY	entities. Madera,	
EACH	Gordon, Ward	
	and Bischof, the	
REPORTING	managing	
	members of	
PERSON	MMA III, may be	
	deemed to have	
WITH	shared power to	
	vote these shares.	
	SHARED	
	VOTING	
	6 POWER	
	See response to	
	row 5.	
	7 SOLE	
	DISPOSITIVE	
	POWER	
	3,103,129 shares,	

of which
3,047,580 shares
are held by MCP
III and 55,549
shares are held by
MC AFF
III. MMA III
serves as a
managing
member of MCA
III, the general
partner of such
entities. Madera,
Gordon, Ward
and Bischof, the
managing
members of
MMA III, may be
deemed to have
shared power to
dispose of these
shares.

SHARED
DISPOSITIVE

8 POWER

See response to
row 7.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 3,103,129

9

EACH
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE

10

AMOUNT
IN ..
ROW
(9)

EXCLUDES
CERTAIN
SHARES*

11

PERCENT ~~10~~%
OF
CLASS
REPRESENTED
BY

AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

OO

CUSIP NO. 89484Q100 13 G Page 6 of 16

1	NAME OF Paul S. Madera REPORTING PERSON CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	
3	(a) " (b) x SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
4	SOLE VOTING POWER 0 shares SHARED VOTING POWER 3,103,129 shares, of which 3,047,580 shares are held by MCP III and 55,549 shares are held by MC AFF III. MCA III is the general partner of such entities and Madera, as a managing member of MMA III, a managing member of MCA III, may be deemed to have shared power to vote these shares.
5	7 SOLE DISPOSITIVE POWER
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99	
100	

0 shares
 SHARED
 DISPOSITIVE
 POWER
 3,103,129
 shares, of
 which
 3,047,580
 shares are held
 by MCP III and
 55,549 shares
 are held by MC
 AFF III. MCA
 III is the
 8 general partner
 of such entities
 and Madera, as
 a managing
 member of
 MMA III, a
 managing
 member of
 MCA III, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED 3,103,129
 BY
 EACH
 REPORTING
 PERSON
 CHECK
 BOX
 IF THE
 AGGREGATE
 AMOUNT
 10 IN " "
 ROW
 (9)
 EXCLUDES
 CERTAIN
 SHARES*
 11 PERCENT%
 OF
 CLASS
 REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 7 of 16

1 NAME
OF Michael B.
REPORTING
PERSON
CHECK THE
2 APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

3 (a) ☐ (b) ☒
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION

U.S. Citizen

SOLE

5 VOTING
POWER

0 shares

SHARED

VOTING

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

NUMBER OF AFF III. MCA

6 III is the
general partner

of such entities

SHARES and Gordon, as

a managing

member of

MMA III, a

BENEFICIALLY managing

member of

MCA III, may

be deemed to

OWNED BY have shared

EACH power to vote

these shares.

7 SOLE

DISPOSITIVE

REPORTING POWER

PERSON

0 shares
 SHARED
 DISPOSITIVE
 POWER
 3,103,129
 shares, of
 which
 3,047,580
 shares are held
 by MCP III and
 55,549 shares
 are held by MC
 AFF III. MCA
 III is the
 8 general partner
 of such entities
 and Gordon, as
 a managing
 member of
 MMA III, a
 managing
 member of
 MCA III, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED 3,103,129
 BY
 EACH
 REPORTING
 PERSON
 CHECK
 BOX
 IF THE
 AGGREGATE
 AMOUNT
 10 IN
 ROW
 (9)
 EXCLUDES
 CERTAIN
 SHARES*
 11 PERCENT
 OF
 CLASS
 REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 8 of 16

1 NAME
OF Robert D.
REPORTING
PERSON
CHECK THE
APPROPRIATE BOX
2 IF A MEMBER OF A
GROUP*

3 (a) ☐ (b) ☒
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION

U.S. Citizen

SOLE

5 VOTING
POWER

0 shares

SHARED

VOTING

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

NUMBER OF AFF III. MCA

6 III is the
general partner

of such entities

SHARES and Ward, as a

managing

member of

MMA III, a

BENEFICIALLY managing

member of

MCA III, may

be deemed to

OWNED BY have shared

EACH power to vote

these shares.

7 SOLE

DISPOSITIVE

REPORTING POWER

PERSON

0 shares
 SHARED
 DISPOSITIVE
 POWER
 3,103,129
 shares, of
 which
 3,047,580
 shares are held
 by MCP III and
 55,549 shares
 are held by MC
 AFF III. MCA
 III is the
 8 general partner
 of such entities
 and Ward, as a
 managing
 member of
 MMA III, a
 managing
 member of
 MCA III, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED 3,103,129
 BY
 EACH
 REPORTING
 PERSON
 CHECK
 BOX
 IF THE
 AGGREGATE
 AMOUNT
 10 IN
 ROW
 (9)
 EXCLUDES
 CERTAIN
 SHARES*
 11 PERCENT
 OF
 CLASS
 REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 9 of 16

1 NAME
OF George H.
REPORTING
PERSON
CHECK THE
2 APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

3 (a) ☐ (b) ☒
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION

U.S. Citizen

SOLE

5 VOTING
POWER

0 shares

SHARED

VOTING

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

NUMBER OF AFF III. MCA

6 III is the
general partner

of such entities

SHARES and Bischof, as

a managing

member of

MMA III, a

BENEFICIALLY managing

member of

MCA III, may

be deemed to

OWNED BY have shared

EACH power to vote

these shares.

7 SOLE

DISPOSITIVE

REPORTING POWER

PERSON

0 shares
 SHARED
 DISPOSITIVE
 POWER
 3,103,129
 shares, of
 which
 3,047,580
 shares are held
 by MCP III and
 55,549 shares
 are held by MC
 AFF III. MCA
 III is the
 8 general partner
 of such entities
 and Bischof, as
 a managing
 member of
 MMA III, a
 managing
 member of
 MCA III, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY 3,103,129

9

EACH
 REPORTING
 PERSON
 CHECK
 BOX

IF THE
 AGGREGATE
 AMOUNT

10

IN
 ROW
 (9)

EXCLUDES
 CERTAIN
 SHARES*

11

PERCENTAGE
 OF
 CLASS
 REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON*

CUSIP NO. 89484Q100 13 G Page 10 of 16

This Amendment No. 2 amends the Statement on Schedule 13G previously filed by Meritech Capital Partners III L.P., a Delaware limited partnership (“MCP III”), Meritech Capital Affiliates III L.P., a Delaware limited partnership (“MC AFF III”), Meritech Capital Associates III L.L.C., a Delaware limited liability company (“MCA III”), Meritech Management Associates III L.L.C., a Delaware limited liability company (“MMA III”), Paul S. Madera (“Madera”), Michael B. Gordon (“Gordon”), Robert D. Ward (“Ward”) and George H. Bischof (“Bischof”). The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

ITEM 1(A). NAME OF ISSUER

Tremor Video, Inc.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

1501 Broadway, Suite 801

New York, NY 10036

ITEM 2(A). NAME OF PERSONS FILING

MCA III is the general partner of each of MCP III and MC AFF III, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III and MC AFF III. MMA III is a managing member of MCA III and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III, and MC AFF III. Madera, Gordon, Ward and Bischof are managing members of MMA III and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III and MC AFF III.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners

245 Lytton Ave, Suite 125

Palo Alto, CA 94301

ITEM 2(C). CITIZENSHIP

MCP III and MC AFF III are Delaware limited partnerships. MCA III and MMA III are Delaware limited liability companies. Madera, Gordon, Ward and Bischof are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock

CUSIP # 89484Q100

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of MCP III and MC AFF III, and the limited liability company agreements of MCA III and MMA III, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2017

Entities:

Meritech Capital Partners III L.P.
Meritech Capital Affiliates III L.P.
Meritech Capital Associates III L.L.C.
Meritech Management Associates III L.L.C.

By:/s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed entities

Individuals:

Paul S. Madera
Michael B. Gordon
Robert D. Ward
George H. Bischof

By:/s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed individuals

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

<u>Exhibit</u>	Found on Sequentially <u>Numbered Page</u>
Exhibit A: Agreement of Joint Filing	15
Exhibit B: Reference to Joel Backman as Attorney-in-Fact	16

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Tremor Video, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

CUSIP NO. 89484Q100 13 G Page 16 of 16

exhibit B

Reference to Joel Backman as Attorney-in-Fact

Joel Backman has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.