

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)

<p>1. Name and Address of Reporting Person *</p> <p>Lee Warren</p> <p>(Last) (First) (Middle)</p> <p>C/O CANAAN VII, L.P., 285 RIVERSIDE AVENUE, SUITE 250</p> <p>(Street)</p> <p>WESTPORT, CT 06889</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/26/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TREMOR VIDEO INC. [TRMR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	165,323	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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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 A Preferred Stock	Â (2)(3)	Â (4)	Common Stock	3,078,380	\$ (2) (3)	I	See Footnote (1)
Series B Preferred Stock	Â (2)(3)	Â (4)	Common Stock	1,678,288	\$ (2) (3)	I	See Footnote (1)
Series C Preferred Stock	Â (2)(3)	Â (4)	Common Stock	1,535,364	\$ (2) (3)	I	See Footnote (1)
Series D Preferred Stock	Â (2)(3)	Â (4)	Common Stock	859,001	\$ (2) (3)	I	See Footnote (1)
Series F Preferred Stock	Â (3)(5)	Â (4)	Common Stock	448,786	\$ (3) (5)	I	See Footnote (1)

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	Â X	Â X	Â	Â

Signatures

/s/ Adam Lichstein
Attorney-in-Fact

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) 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.

(2) The shares will automatically convert on a one-for-one basis into shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public Offering (as defined in the Seventh Amended and Restated Certificate of Incorporation, as filed with the State of Delaware on June 13, 2013).

(3) This security is convertible at any time into shares of the Issuer's Common Stock on a one-for-one basis at the Canaan Entities' election.

(4) These shares do not have an expiration date.

(5) The 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 Restate Certificate of Incorporation, as filed with the State of Delaware on June 13, 2013) at a ratio depending upon the Issuer's initial public offering price.

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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