

TREMOR VIDEO INC.

Form 3

June 26, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *

W CAPITAL PARTNERS II L.P.

(Last) (First) (Middle)

1 EAST 52ND STREET, FIFTH FLOOR, N

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/26/20133. Issuer Name and Ticker or Trading Symbol
TREMOR VIDEO INC. [TRMR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 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

2,101,887

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 F Preferred Stock	Â (2)(3)	Â (4)	Common Stock	2,250,478	\$ (2) (3)	I	See Footnote (1)

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	Â	Â X	Â	Â
WCP GP II, L.P. C/O W CAPITAL PARTNERS 1 EAST 52ND STREET, FIFTH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
WCP GP II, LLC C/O W CAPITAL PARTNERS 1 EAST 52ND STREET, FIFTH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

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	06/26/2013
_____ **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	06/26/2013
_____ **Signature of Reporting Person	Date
By: WCP GP II, LLC, By: /s/ David Wachter, Managing Member	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).

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.

These 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 Restated Certificate of Incorporation, as filed with the State of Delaware on June 13, 2013) at a one-for-one ratio, which may be automatically adjusted depending upon the Issuer's initial public offering price.

(3) These shares are convertible at any time into shares of the Issuer's Common Stock on a one-for-one basis at the Reporting Person's election.

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

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Remarks:

ExhibitÂ 99.1Â -Â JointÂ FilerÂ Information

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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