

TREMOR VIDEO INC.

Form 3

June 26, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

Â Canaan VII L P

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/26/2013

3. Issuer Name **and** Ticker or Trading Symbol
TREMOR VIDEO INC. [TRMR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)285 RIVERSIDE
AVENUE,Â SUITE 250

(Street)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person

WESTPORT,Â CTÂ 06880

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		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
Canaan VII L P 285 RIVERSIDE AVENUE SUITE 250 WESTPORT,Â CTÂ 06880	Â X	Â X	Â	Â
Canaan Partners VII LLC 285 RIVERSIDE AVENUE SUITE 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â

Signatures

Canaan VII L.P. By: Canaan Partners VII LLC its General Partner /s/ Jaime Slocum
Attorney-in-Fact Canaan Partners VII LLC By: /s/ Jaime Slocum Attorney-in-Fact
06/26/2013
Date

Jaime Slocum, Attorney-in-Fact
06/26/2013
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.
- (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 Issuer's Seventh Amended and Restated Certificate of Incorporation, as filed with the Delaware Secretary of State 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.

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(4) N/A.

The shares will automatically convert into shares of the Issuer's Common Stock immediately upon the closing of a Qualified Public

(5) 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.

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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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