

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)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                      |  |
| Canaan VII L P                            |         | (Month/Day/Year)                     | TREMOR VIDEO INC. [TRMR]   |  |
| (Last)                                    | (First) | (Middle)                             | 06/26/2013   |  |
| 285 RIVERSIDE AVENUE, SUITE 250           |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| WESTPORT, CT 06880                        |         |                                      | <input checked="" type="checkbox"/> Director                                     | <input checked="" type="checkbox"/> 10% Owner        |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
|   |         |                                      | <input checked="" type="checkbox"/> 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                    | 165,323   | I  | See Footnote <sup>(1)</sup>                           |

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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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<br>285 RIVERSIDE AVENUE<br>SUITE 250<br>WESTPORT, CT 06880          | Â X           | Â X       | Â       | Â     |
| Canaan Partners VII LLC<br>285 RIVERSIDE AVENUE<br>SUITE 250<br>WESTPORT, CT 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

\*\*Signature of Reporting Person Date

Jaime Slocum, 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.
- (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:**

Exhibit 99.1 - Joint Filer 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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