

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 *
Masthead Venture Capital Partners LP

2. Date of Event Requiring Statement
(Month/Day/Year)
06/26/2013

3. Issuer Name and Ticker or Trading Symbol
TREMOR VIDEO INC. [TRMR]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

55 CAMBRIDGE PARKWAY, SUITE 103

(Check all applicable)

(Street)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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)

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

SEC 1473 (7-02)

Persons who respond to the collection of 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)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

				Shares		or Indirect (1) (Instr. 5)	
Series A Preferred Stock	Â (1)(2)	Â (3)	Common Stock	2,602,713	\$ (1) (2)	I	See Footnotes (4) (5)
Series B Preferred Stock	Â (1)(2)	Â (3)	Common Stock	1,678,288	\$ (1) (2)	I	See Footnotes (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Masthead Venture Capital Partners LP 55 CAMBRIDGE PARKWAY SUITE 103 CAMBRIDGE, MA 02142	Â	Â X	Â	Â

Signatures

/s/ Timothy P. Agnew 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).
- 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
- (1) 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).
 - (2) This security is convertible at any time into shares of the Issuer's Common Stock on a one-for-one basis at the Reporting Person's election.
 - (3) These shares do not have an expiration date.
 - (4) Masthead Fund General Partner, LLC, the general partner of Masthead Venture Partners Capital, L.P., has sole voting and dispositive power with respect to the shares held by Masthead Venture Partners Capital, L.P.
 - (5) The managing members of Masthead Fund General Partner, LLC are Braden Bohrmann, Daniel Flatley, Richard Levandov, Brian Owen, and Stephen Smith and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by this entity, but disclaim beneficial ownership with respect to all shares held by this entity except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.