

TREMOR VIDEO INC.  
Form SC 13G/A  
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2) \*

Tremor Video, Inc.  
(Name of Issuer)

Common Stock, par value \$0.0001  
(Title of Class of Securities)

89484Q100  
(CUSIP Number)

December 31, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 16 Pages

Exhibit Index Contained on Page 14

CUSIP NO. 89484Q100 13 G Page 2 of 16

1 NAME Meritech  
 OF Capital  
 REPORTING PERSONS III  
 PERSON. ("MCP III")  
 CHECK THE  
 2 APPROPRIATE BOX  
 IF A MEMBER OF A  
 GROUP\*

3 (a)  (b)   
 SEC USE ONLY  
 CITIZENSHIP OR  
 4 PLACE OF  
 ORGANIZATION  
 Delaware

NUMBER OF 5 SOLE  
 SHARES VOTING  
 BENEFICIALLY 3,047,580  
 OWNED BY shares, except  
 EACH that Meritech  
 REPORTING Capital  
 PERSON Associates III  
 WITH L.L.C. ("MCA  
 III"), the general  
 partner of MCP  
 III, may be  
 deemed to have  
 sole voting  
 power with  
 respect to such  
 shares,  
 Meritech  
 Management  
 Associates III  
 L.L.C. ("MMA  
 III"), a  
 managing  
 member of  
 MCA III, may  
 be deemed to  
 have sole  
 voting power  
 with respect to  
 such shares,  
 and Paul S.  
 Madera

("Madera"),  
Michael B.  
Gordon  
("Gordon"),  
Robert D.  
Ward ("Ward")  
and George H.  
Bischof  
("Bischof"), the  
managing  
members of  
MMA III, may  
be deemed to  
have shared  
voting power  
with respect to  
such shares.

SHARED  
VOTING

6 POWER

See response to  
row 5.

7 SOLE

DISPOSITIVE  
POWER

3,047,580  
shares, except  
that MCA III,  
the general  
partner of MCP  
III, may be  
deemed to have  
sole dispositive  
power with  
respect to such  
shares, MMA  
III, a managing  
member of  
MCA III, may  
be deemed to  
have sole  
dispositive  
power with  
respect to such  
shares, and  
Madera,  
Gordon, Ward  
and Bischof,  
the managing  
members of  
MMA III, may

be deemed to  
have shared  
dispositive  
power with  
respect to such  
shares.

SHARED  
DISPOSITIVE  
8 POWER

See response to

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED 3,047,580  
BY

10 EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN  
ROW 9  
EXCLUDES  
CERTAIN  
SHARES\*  
PERCENT  
OF  
CLASS  
REPRESENTED

11 BY 5.9%  
AMOUNT  
IN  
ROW 9

12 TYPE  
OF  
REPORTING  
PERSON\*

CUSIP NO. 89484Q100 13 G Page 3 of 16

1 NAME Meritech  
 OF Capital  
 REPORTING Affiliates III  
 PERSON L.P. ("MC AFF  
 III")

2 CHECK THE  
 APPROPRIATE OX IF  
 A MEMBER OF A  
 GROUP\*

3 (a)  (b)   
 SEC USE ONLY  
 CITIZENSHIP OR  
 4 PLACE OF  
 ORGANIZATION

Delaware  
 5 SOLE  
 VOTING  
 POWER  
 55,549 shares,  
 except that  
 MCA III, the  
 general partner  
 of MC AFF III,  
 may be deemed  
 to have sole  
 voting power  
 with respect to  
 such shares,  
 MMA III, a  
 managing  
 member of  
 MCA III, may  
 be deemed to  
 have sole  
 voting power  
 with respect to  
 such shares,  
 and Madera,  
 Gordon, Ward  
 and Bischof,  
 the managing  
 members of  
 MMA III, may  
 be deemed to  
 have shared  
 voting power  
 with respect to

such shares.  
SHARED  
VOTING

6 POWER

See response to  
row 5.

SOLE  
DISPOSITIVE  
POWER

55,549 shares,  
except that  
MCA III, the  
general partner  
of MC AFF III,  
may be deemed  
to have sole  
dispositive  
power with  
respect to such  
shares, MMA  
III, a managing  
member of  
MCA III, may

7 be deemed to  
have sole  
dispositive  
power with  
respect to such  
shares, and  
Madera,  
Gordon, Ward  
and Bischof,  
the managing  
members of  
MMA III, may  
be deemed to  
have shared  
dispositive  
power with  
respect to such  
shares.

SHARED  
DISPOSITIVE

8 POWER

See response to  
row 7.

9

AGGREGATED  
AMOUNT  
BENEFICIALLY  
OWNED  
BY

10 EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT.  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES\*  
PERCENT  
OF  
CLASS  
REPRESENTED  
11 BY 0.1%  
AMOUNT  
IN ROW  
9

12 TYPE OF  
REPORTING  
PERSON\*PN



CUSIP NO. 89484Q100 13 G Page 4 of 16

1 NAME Meritech  
 OF Capital  
 REPORTING  
 PERSON L.C.  
 CHECK THE  
 2 APPROPRIATE BOX  
 IF A MEMBER OF A  
 GROUP\*

3 (a)  (b)   
 SEC USE ONLY  
 4 CITIZENSHIP OR  
 PLACE OF  
 ORGANIZATION  
 Delaware

5 SOLE  
 VOTING  
 POWER  
 3,103,129  
 shares, of  
 which  
 3,047,580  
 shares are held  
 by MCP III and  
 55,549 shares  
 are held by MC  
 AFF III, for  
 whom MCA III  
 serves as  
 general partner,  
 except that  
 MMA III, a  
 managing  
 member of  
 MCA III, may  
 be deemed to  
 have sole  
 power to vote  
 these shares,  
 and Madera,  
 Gordon, Ward  
 and Bischof,  
 the managing  
 members of  
 MMA III, may  
 be deemed to  
 have shared  
 power to vote

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

these shares.

SHARED

VOTING

6 POWER

See response to  
row 5.

SOLE

DISPOSITIVE

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

AFF III, for

whom MCA III

serves as

general partner,

except that

MMA III, a

7 managing

member of

MCA III, may

be deemed to

have sole

power to

dispose of these

shares, and

Madera,

Gordon, Ward

and Bischof,

the managing

members of

MMA III, may

be deemed to

have shared

power to

dispose of these

shares.

SHARED

DISPOSITIVE

8 POWER

See response to

row 7.

9 AGGREGATE

AMOUNT

BENEFICIALLY

OWNED

10 BY  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN " "  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES\*  
PERCENT  
OF  
CLASS  
REPRESENTED  
11 BY 6.0%  
AMOUNT  
IN  
ROW 9

12 TYPE  
OF  
REPORTING  
PERSON\*

CUSIP NO. 89484Q100 13 G Page 5 of 16

1	NAME Meritech OF Management REPORTING PERSON CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	
3	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
5	SOLE VOTING POWER 3,103,129 shares, of which 3,047,580 shares are held by MCP III and 55,549 shares are held by MC AFF III. MMA III serves as a managing member of MCA III, the general partner of such entities. Madera, Gordon, Ward and Bischof, the managing members of MMA III, may be deemed to have shared power to vote these shares.
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER See response to row 5.
7	SOLE DISPOSITIVE POWER 3,103,129 shares,

of which  
3,047,580 shares  
are held by MCP  
III and 55,549  
shares are held by  
MC AFF  
III. MMA III  
serves as a  
managing  
member of MCA  
III, the general  
partner of such  
entities. Madera,  
Gordon, Ward  
and Bischof, the  
managing  
members of  
MMA III, may be  
deemed to have  
shared power to  
dispose of these  
shares.

SHARED  
DISPOSITIVE  
8 POWER  
See response to  
row 7.

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED 3,103,129  
BY  
EACH  
REPORTING  
PERSON  
CHECK  
BOX IF  
THE  
10 AGGREGATE  
AMOUNT  
IN ..  
ROW  
(9)  
EXCLUDES  
CERTAIN  
11 SHARES\*  
PERCENT %  
OF  
CLASS  
REPRESENTED  
BY

AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON\*

CUSIP NO. 89484Q100 13 G Page 6 of 16

1 NAME  
 OF Paul S. Madera  
 REPORTING  
 PERSON  
 CHECK THE  
 APPROPRIATE BOX  
 2 IF A MEMBER OF A  
 GROUP\*

3 (a)  (b)   
 SEC USE ONLY  
 CITIZENSHIP OR  
 4 PLACE OF  
 ORGANIZATION

U.S. Citizen  
 SOLE  
 5 VOTING  
 POWER  
 0 shares  
 SHARED  
 VOTING  
 POWER  
 3,103,129  
 shares, of  
 which  
 3,047,580  
 shares are held  
 by MCP III and  
 55,549 shares  
 are held by MC  
 NUMBER OF AFF III. MCA

SHARES 6 III is the  
 general partner  
 of such entities  
 and Madera, as  
 a managing  
 member of  
 MMA III, a

BENEFICIALLY managing  
 member of  
 MCA III, may  
 be deemed to  
 OWNED BY have shared  
 EACH power to vote  
 these shares.

REPORTING 7 SOLE  
 DISPOSITIVE  
 POWER

PERSON

0 shares  
SHARED  
DISPOSITIVE  
POWER  
3,103,129  
shares, of  
which  
3,047,580  
shares are held  
by MCP III and  
55,549 shares  
are held by MC  
AFF III. MCA  
III is the  
8 general partner  
of such entities  
and Madera, as  
a managing  
member of  
MMA III, a  
managing  
member of  
MCA III, may  
be deemed to  
have shared  
power to  
dispose of these  
shares.

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED 3,103,129  
BY  
EACH  
REPORTING  
PERSON  
CHECK  
BOX  
IF THE  
10 AGGREGATE  
AMOUNT  
IN  
ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES\*  
11 PERCENT  
OF  
CLASS  
REPRESENTED



BY  
AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON\*

CUSIP NO. 89484Q100 13 G Page 7 of 16

1 NAME  
 OF Michael B.  
 REPORTING  
 PERSON  
 CHECK THE  
 APPROPRIATE BOX  
 2 IF A MEMBER OF A  
 GROUP\*

3 (a)  (b)   
 SEC USE ONLY  
 CITIZENSHIP OR  
 4 PLACE OF  
 ORGANIZATION

U.S. Citizen  
 SOLE  
 5 VOTING  
 POWER  
 0 shares  
 SHARED  
 VOTING  
 POWER  
 3,103,129  
 shares, of  
 which  
 3,047,580  
 shares are held  
 by MCP III and  
 55,549 shares  
 are held by MC  
 NUMBER OF AFF III. MCA

SHARES 6 III is the  
 general partner  
 of such entities  
 and Gordon, as  
 a managing  
 member of  
 MMA III, a

BENEFICIALLY managing  
 member of  
 MCA III, may  
 be deemed to  
 OWNED BY have shared  
 EACH power to vote  
 these shares.

REPORTING 7 SOLE  
 DISPOSITIVE  
 POWER

PERSON

0 shares  
SHARED  
DISPOSITIVE  
POWER  
3,103,129  
shares, of  
which  
3,047,580  
shares are held  
by MCP III and  
55,549 shares  
are held by MC  
AFF III. MCA  
III is the  
8 general partner  
of such entities  
and Gordon, as  
a managing  
member of  
MMA III, a  
managing  
member of  
MCA III, may  
be deemed to  
have shared  
power to  
dispose of these  
shares.

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED 3,103,129  
BY  
EACH  
REPORTING  
PERSON  
CHECK  
BOX  
IF THE  
10 AGGREGATE  
AMOUNT  
IN " "  
ROW  
(9)  
EXCLUDES  
CERTAIN  
11 SHARES\*  
PERCENTAGE  
OF  
CLASS  
REPRESENTED

BY  
AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON\*

CUSIP NO. 89484Q100 13 G Page 8 of 16

1 NAME  
 OF Robert D.  
 REPORTING  
 PERSON  
 CHECK THE  
 APPROPRIATE BOX  
 2 IF A MEMBER OF A  
 GROUP\*

3 (a)  (b)   
 SEC USE ONLY  
 CITIZENSHIP OR  
 4 PLACE OF  
 ORGANIZATION

U.S. Citizen

SOLE

5 VOTING  
 POWER

0 shares

SHARED

VOTING

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

NUMBER OF

AFF III. MCA

6 III is the

general partner

of such entities

and Ward, as a

SHARES

managing

member of

MMA III, a

BENEFICIALLY

managing

member of

MCA III, may

be deemed to

OWNED BY

have shared

EACH

power to vote

these shares.

7 SOLE

DISPOSITIVE

REPORTING

POWER

PERSON

0 shares  
 SHARED  
 DISPOSITIVE  
 POWER  
 3,103,129  
 shares, of  
 which  
 3,047,580  
 shares are held  
 by MCP III and  
 55,549 shares  
 are held by MC  
 AFF III. MCA  
 III is the  
 8 general partner  
 of such entities  
 and Ward, as a  
 managing  
 member of  
 MMA III, a  
 managing  
 member of  
 MCA III, may  
 be deemed to  
 have shared  
 power to  
 dispose of these  
 shares.

9 AGGREGATE  
 AMOUNT  
 BENEFICIALLY  
 OWNED 3,103,129  
 BY  
 EACH  
 REPORTING  
 PERSON  
 CHECK  
 BOX  
 IF THE  
 10 AGGREGATE  
 AMOUNT  
 IN " "  
 ROW  
 (9)  
 EXCLUDES  
 CERTAIN  
 11 SHARES\*  
 PERCENTAGE  
 OF  
 CLASS  
 REPRESENTED

BY  
AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON\*

CUSIP NO. 89484Q100 13 G Page 9 of 16

1 NAME  
 OF George H.  
 REPORTING  
 PERSON  
 CHECK THE  
 APPROPRIATE BOX  
 2 IF A MEMBER OF A  
 GROUP\*

3 (a)  (b)   
 SEC USE ONLY  
 CITIZENSHIP OR  
 4 PLACE OF  
 ORGANIZATION

U.S. Citizen

SOLE

5 VOTING  
 POWER

0 shares

SHARED

VOTING

POWER

3,103,129

shares, of

which

3,047,580

shares are held

by MCP III and

55,549 shares

are held by MC

NUMBER OF

AFF III. MCA

6 III is the

general partner

of such entities

and Bischof, as

SHARES

a managing

member of

MMA III, a

BENEFICIALLY

managing

member of

MCA III, may

be deemed to

OWNED BY

have shared

EACH

power to vote

these shares.

7 SOLE

DISPOSITIVE

REPORTING

POWER

PERSON



0 shares  
 SHARED  
 DISPOSITIVE  
 POWER  
 3,103,129  
 shares, of  
 which  
 3,047,580  
 shares are held  
 by MCP III and  
 55,549 shares  
 are held by MC  
 AFF III. MCA  
 III is the  
 8 general partner  
 of such entities  
 and Bischof, as  
 a managing  
 member of  
 MMA III, a  
 managing  
 member of  
 MCA III, may  
 be deemed to  
 have shared  
 power to  
 dispose of these  
 shares.

9 AGGREGATE  
 AMOUNT  
 BENEFICIALLY  
 OWNED 3,103,129  
 BY  
 EACH  
 REPORTING  
 PERSON  
 CHECK  
 BOX  
 IF THE  
 10 AGGREGATE  
 AMOUNT  
 IN " "  
 ROW  
 (9)  
 EXCLUDES  
 CERTAIN  
 11 SHARES\*  
 PERCENTAGE  
 OF  
 CLASS  
 REPRESENTED

BY  
AMOUNT  
IN  
ROW 9

12

TYPE  
OF  
REPORTING  
PERSON\*

CUSIP NO. 89484Q100 13 G Page 10 of 16

This Amendment No. 2 amends the Statement on Schedule 13G previously filed by Meritech Capital Partners III L.P., a Delaware limited partnership (“MCP III”), Meritech Capital Affiliates III L.P., a Delaware limited partnership (“MC AFF III”), Meritech Capital Associates III L.L.C., a Delaware limited liability company (“MCA III”), Meritech Management Associates III L.L.C., a Delaware limited liability company (“MMA III”), Paul S. Madera (“Madera”), Michael B. Gordon (“Gordon”), Robert D. Ward (“Ward”) and George H. Bischof (“Bischof”). The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

ITEM 1(A). NAME OF ISSUER

Tremor Video, Inc.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

1501 Broadway, Suite 801

New York, NY 10036

ITEM 2(A). NAME OF PERSONS FILING

MCA III is the general partner of each of MCP III and MC AFF III, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III and MC AFF III. MMA III is a managing member of MCA III and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III, and MC AFF III. Madera, Gordon, Ward and Bischof are managing members of MMA III and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP III and MC AFF III.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners

245 Lytton Ave, Suite 125

Palo Alto, CA 94301

ITEM 2(C). CITIZENSHIP

MCP III and MC AFF III are Delaware limited partnerships. MCA III and MMA III are Delaware limited liability companies. Madera, Gordon, Ward and Bischof are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock

CUSIP # 89484Q100

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of MCP III and MC AFF III, and the limited liability company agreements of MCA III and MMA III, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE  
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2017

Entities:

Meritech Capital Partners III L.P.  
Meritech Capital Affiliates III L.P.  
Meritech Capital Associates III L.L.C.  
Meritech Management Associates III L.L.C.

By:/s/ Joel Backman  
Joel Backman, Attorney-in-fact  
for above-listed entities

Individuals:

Paul S. Madera  
Michael B. Gordon  
Robert D. Ward  
George H. Bischof

By:/s/ Joel Backman  
Joel Backman, Attorney-in-fact  
for above-listed individuals

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.



*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for

other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**

EXHIBIT INDEX

<u>Exhibit</u>	Found on Sequentially <u>Numbered Page</u>
Exhibit A: Agreement of Joint Filing	15
Exhibit B: Reference to Joel Backman as Attorney-in-Fact	16

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Tremor Video, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

exhibit B

Reference to Joel Backman as Attorney-in-Fact

Joel Backman has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.