

TREMOR VIDEO INC.
Form 5
February 09, 2016

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
W CAPITAL PARTNERS II L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
400 PARK AVENUE, SUITE 910
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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

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

6. Individual or Joint/Group Reporting (check applicable line)

NEW YORK, NY 10022

___ Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/20/2015	Â	S4	200,000 D	\$ 2.02 5,051,886	I	See Footnote (1)

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Title	Amount or Number of Shares
	Director	10% Owner	Officer	Other		
W CAPITAL PARTNERS II L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022	Â	Â	Â		See Remarks	
WCP GP II, L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022	Â	Â	Â		See Remarks	
WCP GP II, LLC 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022	Â	Â	Â		See Remarks	

Signatures

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		02/09/2016
__Signature of Reporting Person		Date
WCP GP II, L.P., By: WCP GP II, LLC, its sole general partner, By: /s/ David Wachter, Managing Member		02/09/2016
__Signature of Reporting Person		Date
WCP GP II, LLC, By: /s/ David Wachter, Managing Member		02/09/2016
__Signature of Reporting Person		Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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 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"). Each of WCP LP and WCP LLC disclaims Section 16 beneficial ownership of the securities held by the Fund, except to the extent of its pecuniary interest therein, if any.

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Remarks:

Reported transaction took Reporting Persons below 10%

Exhibit 99.1 Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.