

TREMOR VIDEO INC.
Form SC 13G/A
February 10, 2015

Securities and Exchange Commission

Washington, DC 20549

Schedule 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §240.13d-1(b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO §240.13d-2**

(Amendment No. 1)*

Tremor Video, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

89484Q100

(CUSIP Number)

December 31, 2014

(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 persons initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

CUSIP NUMBER 89484Q100

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1. Names of Reporting Persons

Draper Fisher Jurvetson Growth Fund 2006, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,724,051 (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

1,724,051 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,724,051 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

3.38%

12. Type of Reporting Person (see Instructions)

PN

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1. Names of Reporting Persons

Draper Fisher Jurvetson Growth Fund 2006 Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,724,051* (See Items 2 and 4)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

1,724,051* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,724,051* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

3.38%

12. Type of Reporting Person (see Instructions)

PN

* All of these shares are held directly by Draper Fisher Jurvetson Growth Fund 2006, L.P.

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1. Names of Reporting Persons

DFJ Growth Fund, Ltd.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,724,051* (See Items 2 and 4)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

1,724,051* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,724,051* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

3.38%

12. Type of Reporting Person (see Instructions)

OO

* All of these shares are held directly by Draper Fisher Jurvetson Growth Fund 2006, L.P.

1. Names of Reporting Persons

Draper Fisher Jurvetson Partners Growth Fund 2006, LLC

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 139,383 (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

139,383 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

139,383 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.27%

12. Type of Reporting Person (see Instructions)

OO (limited liability company)

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1. Names of Reporting Persons

DFJ Growth Management, LLC

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 10,000

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

10,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.02%

12. Type of Reporting Person (see Instructions)

OO (limited liability company)

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1. Names of Reporting Persons

Draper Fisher Jurvetson Fund IX, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,753,493 (See Items 2 and 4)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

1,753,493 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,753,493 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

3.43%

12. Type of Reporting Person (see Instructions)

PN

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1. Names of Reporting Persons

Draper Fisher Jurvetson Fund IX Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,753,493* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

1,753,493* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,753,493* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

3.43%

12. Type of Reporting Person (see Instructions)

PN

* All of these shares are held directly by Draper Fisher Jurvetson Fund IX, L.P.

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1. Names of Reporting Persons

DFJ Fund IX, Ltd.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 1,753,493* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

1,753,493* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,753,493* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

3.43%

12. Type of Reporting Person (see Instructions)

OO

* All of these shares are held directly by Draper Fisher Jurvetson Fund IX, L.P.

1. Names of Reporting Persons

Draper Fisher Jurvetson Partners IX, LLC

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 47,515 (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

47,515 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

47,515 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.09%

12. Type of Reporting Person (see Instructions)

OO (limited liability company)

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1. Names of Reporting Persons

Draper Associates, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned By 57,096 (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

57,096 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

57,096 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.11%

12. Type of Reporting Person (see Instructions)

PN

