

TREMOR VIDEO INC.
Form SC 13G/A
February 10, 2017

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Tremor Video, Inc.

(Name of Issuer)

Common

(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)

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* 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).

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NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Masthead Venture Partners Capital, L.P. (MVPC LP)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a) ..

(b) x

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware Limited Partnership

SOLE VOTING POWER

5. 4,281,001 shares, except that Masthead Fund General Partner, LLC ("GP"), the general partner of MVPC LP, may be deemed to have sole voting power with respect to such shares, and Braden M. Bohrmann ("Bohrmann"), Daniel K. Flatley ("Flatley"), Richard W. Levandov ("Levandov"), Brian D. Owen ("Owen"), and Stephen K. Smith ("Smith"), the managing members of GP, may be deemed to have shared voting power with respect to such shares.

SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

6.

See response to row 5

SOLE DISPOSITIVE POWER

7. 4,281,001 shares, except that Masthead Fund General Partner, LLC ("GP"), the general partner of MVPC LP, may be deemed to have sole dispositive power with respect to such shares, and Braden M. Bohrmann ("Bohrmann"), Daniel K. Flatley ("Flatley"), Richard W. Levandov ("Levandov"), Brian D. Owen ("Owen"), and Stephen K. Smith ("Smith"), the managing members of GP, may be deemed to have shared dispositive power with respect to such shares.

SHARED DISPOSITIVE POWER

8.

See response to row 7

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

4,281,001

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions) ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

8.2% (1)

TYPE OF REPORTING PERSON (see instructions)

12.

PN

The percent of class was calculated based on 51,957,394 shares of common stock outstanding as of November (1)3, 2016, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2016, as filed with the Securities and Exchange Commission on November 9, 2016.

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NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Masthead Fund General Partner, LLC (GP)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a) ..

(b) x

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware Limited Liability Company

SOLE VOTING POWER

4,281,001 shares, all of which are held by MVPC LP, for whom GP serves as

5. General Partner except that Braden M. Bohrmann ("Bohrmann"), Daniel K. Flatley ("Flatley"), Richard W. Levandov ("Levandov"), Brian D. Owen ("Owen"), and Stephen K. Smith ("Smith"), the managing members of GP, may be deemed to have shared voting power with respect to such shares.

SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6.

See response to row 5
SOLE DISPOSITIVE POWER

4,281,001 shares, all of which are held by MVPC LP, for whom GP serves as

7. General Partner except that Braden M. Bohrmann ("Bohrmann"), Daniel K. Flatley ("Flatley"), Richard W. Levandov ("Levandov"), Brian D. Owen ("Owen"), and Stephen K. Smith ("Smith"), the managing members of GP, may be deemed to have shared dispositive power with respect to such shares.

SHARED DISPOSITIVE POWER

8.

See response to row 7

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY

9. EACH
REPORTING
PERSON

4,281,001

10.

CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES

(see
instructions) ..

PERCENT OF
CLASS
REPRESENTED

11. BY AMOUNT IN
ROW (9)

8.2%

TYPE OF
REPORTING

12. PERSON (see
instructions)

OO

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NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Braden M. Bohrmann ("Bohrmann")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a) ..

(b) x

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

US Citizen

SOLE VOTING POWER

5.

0

SHARED VOTING POWER

6.

4,281,001 shares, held by MVPC LP . GP is the general partner of MVPC LP and Bohrmann, as a managing member of GP, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

7.

SHARED DISPOSITIVE POWER

8.

4,281,001 shares, held by MVPC LP . GP is the general partner of MVPC LP and Bohrmann, as a managing member of GP, may be deemed to have shared power to dispose of these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 4,281,001
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN
SHARES
(see
instructions) ..
PERCENT OF
CLASS
REPRESENTED

11. BY AMOUNT IN
ROW (9)

8.2%

12. TYPE OF
REPORTING
PERSON (see
instructions)

IN

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NAMES OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
1. NOS. OF ABOVE
PERSONS
(ENTITIES ONLY)

Daniel K. Flatley
("Flatley")

CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
2. GROUP
(see instructions)

(a)
(b)

3. SEC USE ONLY

CITIZENSHIP OR
PLACE OF
4. ORGANIZATION

US Citizen

5. SOLE VOTING POWER
46,784 shares

SHARED VOTING POWER

6. 4,281,001 shares, held by MVPC LP. GP is the general partner of MVPC LP and Flatley, as a managing member of GP, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

7. 48,884 shares

SHARED DISPOSITIVE POWER

8. 4,281,001 shares, held by MVPC LP. GP is the general partner of MVPC LP and Flatley, as a managing member of GP, may be deemed to have shared power to dispose of these shares.

9.

NUMBER OF SHARES BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

4,327,885
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (9)

10. EXCLUDES
CERTAIN
SHARES
(see
instructions) ..
PERCENT OF
CLASS
REPRESENTED
11. BY AMOUNT IN
ROW (9)

- 8.3%
TYPE OF
REPORTING
PERSON (see
instructions)
- 12.

IN

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NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE

1. PERSONS (ENTITIES ONLY)

Richard W. Levandov ("Levandov")
CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

2. (see instructions)

- (a)
(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. US Citizen

SOLE VOTING POWER

5.

0

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH

6. 4,281,001 shares, held by MVPC LP. GP is the general partner of MVPC LP and Levandov, as a managing member of GP, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

7.

0

SHARED DISPOSITIVE POWER

8. 4,281,001 shares, held by MVPC LP. GP is the general partner of MVPC LP and Levandov, as a managing member of GP, may be deemed to have shared power to dispose of these shares.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
9. EACH
REPORTING
PERSON

4,281,001

10. CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES

CERTAIN
SHARES
(see
instructions) ..
PERCENT OF
CLASS
REPRESENTED

11. BY AMOUNT IN
ROW (9)

8.2%

12. TYPE OF
REPORTING
PERSON (see
instructions)

IN

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NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE

1. PERSONS (ENTITIES ONLY)

Brian D. Owen ("Owen")
CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

2. (see instructions)

- (a)
- (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. US Citizen

SOLE VOTING POWER

5. 0

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH

6. 4,281,001 shares, held by MVPC LP. GP is the general partner of MVPC LP and Owen, as a managing member of GP, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

7. 0

SHARED DISPOSITIVE POWER

8. 4,281,001 shares, held by MVPC LP. GP is the general partner of MVPC LP and Owen, as a managing member of GP, may be deemed to have shared power to dispose of these shares.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
9. EACH
REPORTING
PERSON

4,281,001

10. CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (9)

EXCLUDES
CERTAIN
SHARES

(see
instructions) "

PERCENT OF
CLASS
REPRESENTED

11. BY AMOUNT IN
ROW (9)

8.2%

TYPE OF
REPORTING

12. PERSON (see
instructions)

IN

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NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE

1. PERSONS (ENTITIES ONLY)

Stephen K. Smith ("Smith")

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

US Citizen

SOLE VOTING POWER

5.

30 shares

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH

6. 4,281,001 shares, held by MVPC LP. GP is the general partner of MVPC LP and Smith, as a managing member of GP, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

7.

30 shares

SHARED DISPOSITIVE POWER

8. 4,281,001 shares, held by MVPC LP. GP is the general partner of MVPC LP and Smith, as a managing member of GP, may be deemed to have shared power to dispose of these shares.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY

9. EACH
REPORTING
PERSON

4,311,001

10. CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES

CERTAIN
SHARES
(see
instructions) ..
PERCENT OF
CLASS
REPRESENTED

11. BY AMOUNT IN
ROW (9)

8.2%

12. TYPE OF
REPORTING
PERSON (see
instructions)

IN

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Item 1.

(a) Name of Issuer
Tremor Video, Inc.

Address of Issuer's Principal Executive Offices
(b) 1501 Broadway Suite 801
New York, NY 10036

Item 2.

Name of Person Filing
This statement is filed by Masthead Venture Partners Capital, LP ("MVPC LP"), Masthead Fund General Partner
(a) LLC ("GP"), General Partner of MVPC LP, and Braden M. Bohrmann ("Bohrmann"), Daniel K. Flatley ("Flatley"),
Richard W. Levandov ("Levandov"), Brian D. Owen ("Owen"), and Stephen K. Smith ("Smith"), the managing
members of GP.

Address of the Principal Office or, if none, residence
(b) 55 Cambridge Parkway Ste 103
Cambridge, MA 02142

Citizenship
(c) MVPC is a Delaware Limited Partnership; GP is a Delaware Limited Liability Company; Bohrmann, Flatley,
Levandov, Owen and Smith are U.S. Citizens

(d) Title of Class of Securities
Common

(e) CUSIP Number
89484Q100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) "Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

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- (b) "Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) "Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) "Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) "An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) "A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) "A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) "Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

- (a) Amount beneficially owned: See row 9 of the cover page for each reporting person
- (b) Percent of class: 8.3%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote See row 5 of the cover page for each reporting person.
 - (ii) Shared power to vote or to direct the vote See row 6 of the cover page for each reporting person..
 - (iii) Sole power to dispose or to direct the disposition of See row 7 of the cover page for each reporting person..
 - (iv) Shared power to dispose or to direct the disposition of See row 8 of the 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.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

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. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

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

February 10, 2017

Date

Masthead Venture Partners Capital, L.P.

By Masthead Fund General Partner, LLC, General Partner

/s/ Braden M. Bohrmann

By Braden M. Bohrmann

Managing Member

Masthead Fund General Partner, LLC

/s/ Braden M. Bohrmann

By Braden M. Bohrmann

Managing Member

/s/ Braden M. Bohrmann

Braden M. Bohrmann

/s/ Daniel K. Flatley

Daniel K. Flatley

/s/ Richard W. Levandov

Richard W. Levandov

/s/ Brian D. Owen

Brian D. Owen

/s/ Stephen K. Smith

Stephen K. Smith

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Joint Filing Agreement

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned agree that only one statement containing the information required by Schedule 13G need be filed by each of the undersigned with respect to the ownership by each of the undersigned of shares of stock of Tremor Video, Inc. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

February 10, 2017

Date

Masthead Venture Partners Capital, L.P.

By Masthead Fund General Partner, LLC, General Partner

/s/ Braden M. Bohrmann

By Braden M. Bohrmann

Managing Member

Masthead Fund General Partner, LLC

/s/ Braden M. Bohrmann

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By Braden M. Bohrmann

Managing Member

/s/ Braden M. Bohrmann

Braden M. Bohrmann

/s/ Daniel K. Flatley

Daniel K. Flatley

/s/ Richard W. Levandov

Richard W. Levandov

/s/ Brian D. Owen

Brian D. Owen

/s/ Stephen K. Smith

Stephen K. Smith