

RUBICON PROJECT, INC.
Form 4
November 03, 2016

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Richter James Neal

(Last) (First) (Middle)

C/O THE RUBICON PROJECT, INC., 12181 BLUFF CREEK DRIVE, 4TH FL

(Street)

LOS ANGELES, CA 90094

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

RUBICON PROJECT, INC. [RUBI]

3. Date of Earliest Transaction (Month/Day/Year)

10/20/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Technology Officer

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D)	117,316 ⁽¹⁾	D	

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

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SEC 1474 (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. 3)
Stock Option (right to buy)	\$ 4.7					(2) 12/07/2021	Common Stock	14,500
Stock Option (right to buy)	\$ 4.7					(3) 05/22/2022	Common Stock	35,499
Stock Option (right to buy)	\$ 16.75					(4) 05/19/2025	Common Stock	15,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richter James Neal C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FL LOS ANGELES, CA 90094			Chief Technology Officer	

Signatures

Jonathan Feldman,
attorney-in-fact

11/03/2016

__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).
- (1) Represents: (i) 29,948 shares of restricted stock that vest as follows: 7,812 on November 15, 2016, 7,813 on May 15, 2017, 7,812 on November 15, 2017, and 6,511 on May 15, 2018; (ii) 29,357 restricted stock units that vest as follows: 5,338 on November 15, 2017, 5,337 on May 15, 2017, 5,338 on November 15, 2017, 5,337 on May 15, 2018, 5,338 on November 15, 2018, and 2,669 on May 15, 2019; (iii) 50,000 RSUs that vest as follows: 15,625 on May 15, 2017, 6,250 on each November 15 and May 15 thereafter until

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November 15, 2019, and 3,125 on May 15, 2020; and (iv) 8,011 shares of common stock.

(2) The option, originally representing a right to purchase a total of 20,000 shares, became exercisable with respect to 25% of the grant on October 27, 2012 and became exercisable with respect to the remainder in 36 equal installments each calendar month thereafter and is now fully vested.

(3) The option, originally representing a right to purchase a total of 79,999 shares, became exercisable with respect to 25% of the grant on April 1, 2013 and became exercisable with respect to the remainder in 36 equal installments each calendar month thereafter and is now fully vested.

(4) The option, representing a right to purchase a total of 15,800 shares, became exercisable with respect to 25% of the grant on February 1, 2016 and becomes exercisable with respect to the remainder in 36 equal installments each calendar month thereafter.

Remarks:

Due to organizational changes, as of October 20, 2016, the reporting person is no longer an officer for purposes of Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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