Soroca Adam Lee Form 3 December 15, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement RUBICON PROJECT, INC. [RUBI] A Soroca Adam Lee (Month/Day/Year) 12/07/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O THE RUBICON PROJECT, (Check all applicable) INC., 12181 BLUFF CREEK DRIVE, 4TH FL 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Head of Global Buyer Team _X_ Form filed by One Reporting Person PLAYA VISTA. CAÂ 90094 _ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned (Instr. 4) Ownership Ownership Form: (Instr. 4) (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 35,000 (1) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Expiration Title Exercisable Date

Amount or Security Number of Shares

Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Relationships Reporting Owner Name / Address

Â

Director 10% Owner Officer Other

Soroca Adam Lee

C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FL PLAYA VISTA, CAÂ 90094

Â A Head of Global Buyer Team A

Signatures

Jonathan Feldman, 12/15/2017 attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).
- Represents restricted stock units that vest as follows: 10,937 on November 15, 2018, 4,375 on each May 15 and November 15 thereafter until May 15, 2021, and 2,188 on November 15, 2021.

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

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