

Rubicon Technology, Inc.
Form SC 13G/A
May 06, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Rubicon Technology, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

78112T 107

(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 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 the 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 Exchange Act or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

SCHEDULE 13G

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

Cross Atlantic Capital Partners, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON

12

CO

2

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

XATF Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON

12

PN

3

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

Cross Atlantic Technology Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

8 SHARED DISPOSITIVE POWER

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON

12

PN

4

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

Cross Atlantic Capital Partners II, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,175,701

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH

1,175,701

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,175,701

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

4.48%

TYPE OF REPORTING PERSON

12

CO

5

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

XATF Management II, L.P

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,175,701

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH

1,175,701

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,175,701

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

4.48%

TYPE OF REPORTING PERSON

12

PN

6

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

Cross Atlantic Technology Fund II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,175,701

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH

1,175,701

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,175,701

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

4.48%

TYPE OF REPORTING PERSON

12

PN

7

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

Co-Invest Capital Partners, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,309,976

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH

1,309,976

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,309,976

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

4.98%

TYPE OF REPORTING PERSON

12

CO

8

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

Co-Invest Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,309,976

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH

1,309,976

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,309,976

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

4.98%

TYPE OF REPORTING PERSON

12

PN

9

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

The Co-Investment 2000 Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

1,309,976

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH

1,309,976

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,309,976

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

4.98%

TYPE OF REPORTING PERSON

12

PN

10

CUSIP No.: 78112T 107

NAME OF REPORTING PERSON

1

Donald R. Caldwell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES

26,863

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,485,677

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

26,863

8 SHARED DISPOSITIVE POWER

PERSON

WITH

2,485,677

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,512,540

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.5%

TYPE OF REPORTING PERSON

12

IN

11

SCHEDULE 13G

CUSIP No.: 78112T 107

Item 1.(a) Name of Issuer:

Rubicon Technology, Inc. (“Issuer”)

(b) Address of Issuer’s Principal Executive Offices:

**900 East Green Street
Bensenville, Illinois 60106**

Item 2.(a) Name of Person Filing:

(b) Address of Principal Business Office or, if none, Residence:

(c) Citizenship (in the case of an entity, the jurisdiction under which it is organized):

The names, principal business offices and citizenship of the persons filing this statement are:

**Cross Atlantic Capital Partners, Inc. (“CAP”)
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: Delaware**

**XATF Management, L.P. (“XATF”)
c/o Cross Atlantic Capital Partners, Inc.
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: Delaware**

**Cross Atlantic Technology Fund, L.P. (“Fund”)
c/o Cross Atlantic Capital Partners, Inc.
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: Delaware**

**Cross Atlantic Capital Partners II, Inc. (“CAP II”)
c/o Cross Atlantic Capital Partners, Inc.
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: Delaware**

XATF Management II, L.P. (“XATF II”)
c/o Cross Atlantic Capital Partners, Inc.
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: Delaware

Cross Atlantic Technology Fund II, L.P. (“Fund II”)
c/o Cross Atlantic Capital Partners, Inc.
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: Delaware

Co-Invest Capital Partners, Inc. (“Co-Invest Capital”)
c/o Cross Atlantic Capital Partners, Inc.
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: Delaware

Co-Invest Management, L.P. (“Co-Invest Management”)
c/o Cross Atlantic Capital Partners, Inc.
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: Delaware

The Co-Investment 2000 Fund, L.P. (“2000 Fund”)
c/o Cross Atlantic Capital Partners, Inc.
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: Delaware

Donald R. Caldwell (“Mr. Caldwell”)
c/o Cross Atlantic Capital Partners, Inc.
150 North Radnor-Chester Road, Suite B101
Radnor, PA 19087
Citizenship: United States

(d) Title of Class of Securities:

Common Stock, par value \$0.001 (“Common Stock”)

(e) CUSIP Number:

78112T 107

Item 3.

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

As of December 31, 2014, (i) Fund II was the record holder of 1,047,698 shares of Common Stock and held currently exercisable warrants to purchase 128,033 shares of Common Stock, (ii) 2000 Fund was the record holder of 1,170,153 shares of Common Stock and held currently exercisable warrants to purchase 139,823 shares of Common Stock and (iv) Mr. Caldwell was the record holder of 10,297 shares of Common Stock and held exercisable options to purchase 16,566 shares of Common Stock.

XATF II may be deemed to beneficially own 1,175,701 shares of Common Stock as the general partner of Fund II. CAP II may be deemed to beneficially own 1,175,701 shares of Common Stock as the general partner of XATF II.

Co-Invest Management may be deemed to beneficially own 1,309,976 shares of Common Stock as the general partner of 2000 Fund. Co-Invest Capital may be deemed to beneficially own 1,309,976 shares of Common Stock as the general partner of Co-Invest Management.

Mr. Caldwell may be deemed to beneficially own 2,485,677 shares of Common Stock as sole owner of CAP II and Co-Invest Capital.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of the Reporting Persons disclaims beneficial ownership of the securities held by others, including the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, if any.

(b) Percent of class:

Based on 26,138,944 shares issued and outstanding as of December 31, 2014, (i) CAP II, XATF II and Fund II may be deemed to beneficially own 4.48% of the outstanding shares of Common Stock, (iii) Co-Invest Capital, Co-Invest Management and 2000 Fund may be deemed to beneficially own 4.98% of the outstanding shares of Common Stock and (iv) Mr. Caldwell may be deemed to beneficially own 9.5% of the outstanding shares of Common Stock.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote:

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of:

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of:

See Cover Pages Items 5-9.

All information in this schedule, including the numbers of shares beneficially owned, is reported as of December 31, 2014.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Under the terms of their respective partnership agreements, Fund II and 2000 Fund (collectively, the "Funds") are entitled to a reduction in the management fees payable to CAP equal, in the aggregate, to the amount of income recognized by Mr. Caldwell for federal tax purposes upon a sale of the Issuer's securities he receives as compensation for his services as a director of the Issuer. In the event such securities have not been sold prior to the dissolution of the Funds, the reduction in the management fees will be equal to the fair market value of such shares on the date of dissolution. As of December 31, 2014, Mr. Caldwell held 10,297 shares of Common Stock and exercisable options to purchase 16,566 shares of Common Stock subject to these fee adjustment arrangements.

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.

SIGNATURE

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

Dated: May 6, 2015 CROSS ATLANTIC TECHNOLOGY
FUND, L.P.

By: XATF Management, L.P.,
 as its general partner

By: Cross Atlantic Capital Partners, Inc.,
 as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

XATF MANAGEMENT, L.P.

By: Cross Atlantic Capital Partners, Inc.,
 as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

CROSS ATLANTIC CAPITAL
PARTNERS, INC.

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

CROSS ATLANTIC TECHNOLOGY FUND
II, L.P.

XATF Management II, L.P.,
By:
as its general partner

By: Cross Atlantic Capital Partners II, Inc.,
as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

XATF MANAGEMENT II, L.P.

By: Cross Atlantic Capital Partners II, Inc.,
as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

CROSS ATLANTIC CAPITAL PARTNERS
II, INC.

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

THE CO-INVESTMENT 2000 FUND, L.P.

By: Co-Invest Management, L.P.,
as its general partner

By: Co-Invest Capital Partners, Inc.,
as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

CO-INVEST MANAGEMENT, L.P.

By: Co-Invest Capital Partners, Inc.,
as its general partner

/s/ Brian Adamsky

Name: Brian Adamsky

Title: Chief Financial Officer and Treasurer

CO-INVEST CAPITAL PARTNERS, INC.

/s/ Brian Adamsky

Name: Brian Adamsky

Title: Chief Financial Officer and Treasurer

/s/ Donald R. Caldwell

Donald R. Caldwell