

RUBICON PROJECT, INC.

Form 4

April 09, 2014

FORM 4

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

OMB APPROVAL

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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 *
NEWS CORP

(Last) (First) (Middle)

1211 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

RUBICON PROJECT, INC. [RUBI]

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

04/07/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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)	
				(A) or (D)	Price			
Class B Common Stock	04/07/2014		J ⁽¹⁾	4,190,063	D	①	0	D
Class A Common Stock	04/07/2014		J ⁽¹⁾	4,190,063	A	①	4,190,063	D
Class A Common Stock	04/07/2014		C ⁽²⁾	1,406,062	A	②	5,596,125	D
Class A Common	04/07/2014		J ⁽³⁾	5,596,125	D	③	0	D

Stock

Common Stock	04/07/2014	J ⁽³⁾	5,596,125	A	<u>(3)</u>	5,596,125	D
Common Stock	04/07/2014	S	849,776	D	\$ 15	4,746,349	D

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

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(9-02)

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

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series D Convertible Preferred Stock	<u>(2)</u>	04/07/2014		C <u>(2)</u>	2,812,124	<u>(2)</u> <u>(2)</u>	Class A Common Stock <u>(3)</u> 1,406, <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWS CORP 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036			X	

Signatures

/s/ Michael L. Bunder, Senior Vice President, Deputy General Counsel and Corporate Secretary 04/09/2014

__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).
- Each share of Class B Common Stock automatically converted into one share of Class A Common Stock immediately prior to the completion of the initial public offering of The Rubicon Project, Inc.'s (the "Issuer") Common Stock, which occurred on April 7, 2014. Such reclassification was exempt under Rule 16b-7 of the Securities Exchange Act of 1934, as amended.

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(2) Each share of Series D Convertible Preferred Stock automatically converted into 1/2 of a share of Class A Common Stock upon completion of the Issuer's initial public offering of its Common Stock on April 7, 2014. The Convertible Preferred Stock had no expiration date.

(3) Pursuant to the Sixth Amended and Restated Certificate of Incorporation of the Issuer filed prior to the completion of the Issuer's initial public offering, each share of Class A Common Stock was reclassified and converted into one share of a single class of Common Stock on April 7, 2014. Such reclassification was exempt under Rule 16b-7 of the Securities Exchange Act of 1934, as amended.

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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