

RUBICON PROJECT, INC.

Form 4

April 11, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAPPIN TODD L

(Last) (First) (Middle)

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

(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)

11/14/2013

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)

CFO & COO

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)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	03/14/2014		A		87,500 (1) (2)	A \$ 0 (3)	87,500 (2) D
Class A Common Stock	03/14/2014		A		100,000 (2) (4)	A \$ 0 (3)	187,500 (2) D
Class A Common Stock	03/14/2014		A		62,500 (5)	A \$ 0 (3)	250,000 D
Class A	04/07/2014		J(6)		250,000	D (6) 0	D

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Common
Stock

Common Stock 04/07/2014 J⁽⁶⁾ 250,000 A (6) 250,000 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 Underlying Security (Instr. 3 and 4)	Am Nun Sha
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 7.8 <u>(2)</u>	11/14/2013		A		593,650 <u>(2)</u>	<u>(7)</u> 02/21/2023	Class A Common Stock 59
Stock Option (Right to Buy)	\$ 5 <u>(2)</u>	11/14/2013		D/K		593,650 <u>(2)</u>	<u>(7)</u> 02/21/2023	Class A Common Stock 59
Stock Option (Right to Buy)	\$ 7.8	04/07/2014		J ⁽⁹⁾		593,650	<u>(7)</u> 02/21/2023	Class A Common Stock 59
Stock Option (Right to Buy)	\$ 7.8	04/07/2014		J ⁽⁹⁾		593,650	<u>(7)</u> 02/21/2023	Common Stock 59

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TAPPIN TODD L
C/O THE RUBICON PROJECT, INC.
12181 BLUFF CREEK DRIVE, 4TH FLOOR

CFO & COO

LOS ANGELES, CA 90094

Signatures

/s/ Jonathan Feldman,
attorney-in-fact

04/11/2014

__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).

(1) Represents shares of restricted stock that vest in semi-annual installments over a four-year period beginning on the following dates: (a) 25% of the shares commenced vesting on completion of The Rubicon Project, Inc.'s (the "Issuer") initial public offering of its Common Stock, (b) 25% of the shares commence vesting beginning on January 1, 2015; and (c) 50% of the shares commence vesting beginning on January 1, 2016.

(2) The number of securities and exercise price per share reported has been adjusted to give effect to the 1-for-2 reverse stock split of the Issuer's Class A Common Stock, which was effected on March 18, 2014.

(3) Granted as compensation for services.

(4) Represents shares of restricted stock that vest in equal quarterly installments over the two-year period beginning on the date of the completion of the Issuer's initial public offering of its Common Stock, provided that the first vesting date will be November 15, 2014 and the first two quarterly installments will be on the first vesting date, and thereafter the quarterly vesting dates will be on the 15th day of the second month of each calendar quarter.

(5) Represents shares of restricted stock that vest in semi-annual installments on November 15 and May 15 over a four-year period commencing on November 15, 2014.

(6) Pursuant to the Sixth Amended and Restated Certificate of Incorporation (the "A&R Charter") 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.

(7) 25% of the stock options vested on January 28, 2014 and the remaining option shares will become exercisable in 36 equal installments each calendar month thereafter.

(8) The reporting person agreed to cancellation of an option granted to him on February 22, 2013, in exchange for a new option having a higher exercise price.

(9) Pursuant to the A&R Charter, each share of Class A Common Stock underlying the reported stock option automatically reclassified and converted into one share of a single class of Common Stock on April 7, 2014, immediately prior to the completion of the Issuer's initial public offering. 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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