

Rocket Fuel Inc.
Form 10-Q/A
September 08, 2015

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

FORM 10-Q/A
Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended June 30, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____

Commission File Number: 001-36071

ROCKET FUEL INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

30-0472319
(I.R.S. Employer Identification Number)

1900 Seaport Boulevard, Pacific Shores Center, Redwood City, CA 94063

(Address of principal executive offices and Zip Code)

(650) 595-1300

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | |
|---|---------------------------|-------------------------------------|
| Large accelerated filer | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. On July 31, 2015, there were 42,704,430 shares of the registrant's common stock, par value \$0.001, outstanding.

EMERGING GROWTH COMPANY

We are an “emerging growth company” as that term is defined in the Jumpstart Our Business Startups Act of 2012 and, as such, we have elected to comply with certain reduced public company reporting requirements.

QUARTERLY REPORT ON FORM 10-Q/A
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2015

Explanatory Note to Amendment No. 1

Rocket Fuel Inc. (the "Company") is filing this Amendment No. 1 on Form 10-Q/A (this "Amendment No.1") to its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2015, originally filed with the Securities and Exchange Commission (the "SEC") on August 7, 2015 (the "Original Form 10-Q"), to add the internal control over financial reporting language in the introductory portion of paragraph 4 and 4(b) of the certifications of its principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (the "Section 302 Certifications"). This language was inadvertently omitted from the Section 302 Certifications attached to the Original Form 10-Q. Because no financial statements are contained within this Amendment No.1, paragraph 3 of the Section 302 Certifications has been omitted. The corrected Section 302 Certifications are attached to this Amendment No. 1 as Exhibits 31.1 and 31.2.

Except as described above, no other changes have been made to the Original Form 10-Q. Except as otherwise indicated herein, this Amendment No.1 continues to speak as of the date of the Original Form 10-Q, and the Company has not updated the disclosures contained therein to reflect any events that occurred subsequent to the date of the Original Form 10-Q. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-Q and the Company's filings made with the SEC subsequent to the filing of the Original Form 10-Q. The filing of this Amendment No. 1 is not an admission that the Original Form 10-Q, when filed, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

ITEM 6. EXHIBITS

A list of exhibits filed with this Amendment No.1 is found in the Index to Exhibits immediately following the signature page of this Amendment No.1 and is incorporated into this Item 6 by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: September 4, 2015

ROCKET FUEL INC.

By: /s/ David Sankaran

David Sankaran

Chief Financial Officer (Duly Authorized Officer and
Principal Financial and Accounting Officer)

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EXHIBIT INDEX

| Exhibit No. | Exhibit Description | Incorporated by Reference Herein | | | Filing Date | Filed or Furnished Herewith |
|-------------|--|----------------------------------|------------|---------|-------------|-----------------------------------|
| | | Form | File No. | Exhibit | | |
| 2.1(1) | Agreement and Plan of Merger, dated as of August 4, 2014, by and among Rocket Fuel Inc., Denali Acquisition Sub, Inc., Denali Acquisition Sub II, LLC, X Plus Two Solutions, Inc., and Shareholder Representative Services LLC | S-3 | 333-199901 | 2.1 | 11/6/2014 | |
| 3.1 | Amended and Restated Certificate of Incorporation of the Registrant | 10-Q | 001-36071 | 3.1 | 11/13/2013 | |
| 3.2 | Amended and Restated Bylaws of the Registrant | 10-Q | 001-36071 | 3.2 | 11/13/2013 | |
| 4.1 | Form of the Registrant's common stock certificate | S-1/A | 333-190695 | 4.1 | 9/9/2013 | |
| 10.1 | Form of Indemnification Agreement between the Registrant and each of its directors and executive officers | S-1 | 333-190695 | 10.1 | 8/6/2013 | |
| 10.2 | Second Amended and Restated Revolving Credit and Term Loan Agreement dated as of December 31, 2014, by and among the Registrant, the lenders that are party thereto and Comerica Bank, as administrative agent for the lenders | 8-K | 001-36071 | 10.1 | 1/7/2015 | |
| 10.3* | Separation Agreement, effective as of October 17, 2014, by and between Rocket Fuel Inc. and J. Peter Bardwick | 8-K | 001-36071 | 10.01 | 10/22/14 | |
| 10.4* | Consulting Agreement, effective as of October 17, 2014, by and between Rocket Fuel Inc. and J. Peter Bardwick | 8-K | 001-36071 | 10.02 | 10/22/14 | |
| 10.5 | Lease, dated as of February 17, 2009, by and between 350 Marine Parkway LLC, Gillikin Trade LLC, Lewis Trade LLC, Spiegl Trade LLC, Welsh Trade LLC, and the Registrant, as amended and currently in effect | S-1/A | 333-190695 | 10.4 | 9/3/2013 | |
| 10.6 | Office Lease, dated as of August 7, 2013, by and between VII Pac Shores Investors, L.L.C. and the Registrant | S-1/A | 333-109695 | 10.5 | 9/3/2013 | |
| 10.7 | Lease, dated as of July 31, 2013, by and between VNO 100 West 33rd Street LLC, and the Registrant | S-1/A | 333-109695 | 10.6 | 9/3/2013 | |
| 10.8 | Amendment of Lease, dated as of December 23, 2013, by and between | 10-K | 001-36071 | 10.6 | 2/28/2014 | |

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|--------|--|-------|------------|------|-----------|
| | VNO 100 West 33rd Street LLC, and the Registrant | | | | |
| 10.9* | The Registrant's 2008 Equity Incentive Plan, including form agreements, as amended and currently in effect | S-1 | 333-190695 | 10.7 | 8/16/2013 |
| 10.10* | The Registrant's 2013 Equity Incentive Plan, including form agreements, as currently in effect | S-1/A | 333-109695 | 10.8 | 8/16/2013 |

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|--------|--|-------|------------|-------|------------|
| 10.11* | The Registrant's 2013 Employee Stock Purchase Plan, including form agreements, as currently in effect | S-1/A | 333-109695 | 10.9 | 9/3/2013 |
| 10.12* | Executive Incentive Compensation Plan | S-1/A | 333-109695 | 10.10 | 8/16/2013 |
| 10.13* | Outside Director Compensation Policy | S-1/A | 333-109695 | 10.11 | 9/3/2013 |
| 10.14 | Offer Letter between the Registrant and Monte Zweben, dated as of January 29, 2010 | S-1/A | 333-109695 | 10.12 | 8/16/2013 |
| 10.15 | Offer Letter between the Registrant and Clark Kokich, dated as of April 5, 2011 | S-1/A | 333-109695 | 10.13 | 8/16/2013 |
| 10.16 | Offer Letter between the Registrant and Ronald E.F. Codd, dated as of February 16, 2012 | S-1/A | 333-109695 | 10.14 | 8/16/2013 |
| 10.17 | Offer Letter between the Registrant and Susan L. Bostrom, dated as of February 4, 2013 | S-1/A | 333-109695 | 10.16 | 8/16/2013 |
| 10.18 | Fifth Amended and Restated Investors' Rights Agreements, dated as of June 15, 2012, by and among the Registrant, George H. John, Richard Frankel, Abhinav Gupta and the investors listed on Exhibit A thereto | S-3 | 333-199901 | 99.1 | 11/6/2014 |
| 10.19* | Employment Offer Letter between Rocket Fuel Inc. and David Sankaran dated as of December 6, 2014 | 8-K | 001-36071 | 10.1 | 12/15/2014 |
| 10.20* | Employment Offer Letter between Rocket Fuel Inc. and Manu Thapar dated as of November 16, 2014 | 10-K | 001-36071 | 10.20 | 3/16/2015 |
| 10.21 | Amendment dated March 13, 2015 to Second Amended and Restated Revolving Credit and Term Loan Agreement dated as of December 31, 2014, by and among the Registrant, the lenders that are party thereto and Comerica Bank, as administrative agent for the lenders | 10-K | 001-36071 | 10.21 | 3/16/2015 |
| 10.22* | Interim CEO Offer Letter between the Registrant and Monte Zweben, dated March 23, 2015 | 10-Q | 001-36071 | 10.22 | 5/8/2015 |
| 10.23* | Letter Agreement between the Registrant and David Sankaran regarding relocation assistance dated March 17, 2015 | 10-Q | 001-36071 | 10.23 | 5/8/2015 |
| 10.24* | Management Retention Agreement (Interim CEO) between the Registrant | 10-Q | 001-36071 | 10.24 | 5/8/2015 |

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and Monte Zweben dated April 8,
2015

10.25* Management Retention Agreement
between the Registrant and George 10-Q 001-36071 10.25 5/8/2015
John dated May 4, 2015

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| | | | | | | |
|---------|---|------|-----------|---------|------------|---|
| 10.26* | Management Retention Agreement between the Registrant and Richard Frankel dated May 6, 2015 | 10-Q | 001-36071 | 10.26 | 5/8/2015 | |
| 10.27* | Management Retention Agreement between the Registrant and David Sankaran dated April 7, 2015 | 10-Q | 001-36071 | 10.27 | 5/8/2015 | |
| 10.28* | Management Retention Agreement between the Registrant and Abhinav Gupta dated April 21, 2015 | 10-Q | 001-36071 | 10.28 | 5/8/2015 | |
| 31.1 | Certification of the Principal Executive Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | | | X |
| 31.2 | Certification of the Principal Financial Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | | | X |
| 32.1(2) | Certification of the Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | 10-Q | 001-36071 | 32.1 | 08/07/2015 | |
| 32.2(2) | Certification of the Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | 10-Q | 001-36071 | 32.2 | 08/07/2015 | |
| 101.INS | XBRL Instance Document | 10-Q | 001-36071 | 101.INS | 08/07/2015 | |
| 101.SCH | XBRL Taxonomy Schema Linkbase Document | 10-Q | 001-36071 | 101.SCH | 08/07/2015 | |
| 101.CAL | XBRL Taxonomy Calculation Linkbase Document | 10-Q | 001-36071 | 101.CAL | 08/07/2015 | |
| 101.DEF | XBRL Taxonomy Definition Linkbase Document | 10-Q | 001-36071 | 101.DEF | 08/07/2015 | |
| 101.LAB | XBRL Taxonomy Labels Linkbase Document | 10-Q | 001-36071 | 101.LAB | 08/07/2015 | |
| 101.PRE | XBRL Taxonomy Presentation Linkbase Document | 10-Q | 001-36071 | 101.PRE | 08/07/2015 | |

*Indicates a management contract or compensatory plan or arrangement.

(1) The schedules and other attachments to this exhibit have been omitted. The Company agrees to furnish a copy of any omitted schedules or attachments to the SEC upon request.

(2)

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The information in this exhibit is furnished and deemed not filed with the Securities and Exchange Commission for purposes of section 18 of the Exchange Act of 1934, as amended (the "Exchange Act"), and is not to be incorporated by reference

into any filing of Rocket Fuel Inc. under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.