

Feldman Jonathan
Form 3
July 03, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Feldman Jonathan

(Last) (First) (Middle)

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

(Street)

PLAYA VISTA,Â CAÂ 90094

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/28/2018

3. Issuer Name **and** Ticker or Trading Symbol
RUBICON PROJECT, INC. [RUBI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ X ___ Officer ___ Other

(give title below) (specify below)

Co-General Counsel & Secretary

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

128,609 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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 Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	03/03/2024	Common Stock	30,000	\$ 16.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Feldman Jonathan C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FLOOR PLAYA VISTA,Â CAÂ 90094	Â	Â	Â Co-General Counsel & Secretary	Â	

Signatures

/s/ Jonathan
Feldman

06/29/2018

__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 11,665 shares of common stock and 116,944 restricted stock units. The restricted stock units vest as follows: 3,962 on November 15, 2018; 25,000 on January 15, 2019; 7,263 on May 15, 2019; 40,000 on June 18, 2019; 4,313 on November 15, 2019; 25,000 on January 15, 2020; 3,688 on May 15, 2020; 3,063 on November 15, 2020; 2,313 on May 15, 2021; 1,563 on November 15, 2021; and 779 on May 15, 2022.

(2) Fully vested.

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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