Stock Option (Right to Buy)

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\$<mark>15</mark>

\$<mark>15</mark>

\$<mark>15</mark>

04/01/2014

04/01/2014

04/07/2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

-					or	r Sec	tion 30(h) of the	Investme	ent C	ompa	ny Act of	1940						
1. Name and A MOHN JA		eporting Perso	n [*]			2. Issuer Name and Ticker or Trading Symbol <u>RUBICON PROJECT, INC.</u> [RUBI]									tionship of Reporting Person(s) to all applicable) Director 10% 0				
(Last) (First) (Middle)							e of Ea 1/2014		nsaction	(Mon	th/Day	y/Year)			Officer (gi below)		Other (below)		
C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FLOOR					4. If Amendment, Date of Origi					nal Fi	al Filed (Month/Day/Year)				6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street) LOS ANGELES CA 90094														X	Form filed Form filed Person	•		•	
(City)	(State	e)	(Zip)																
		Tab	le I -	Non-De	rivati	ve S	Securi	ties Ao	quired	, Di	spos	sed of,	or Ben	eficially	Owned				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea		Execution Date,		3. Transaction Code (Instr. 8)		Dis	4. Securities Acquired (<i>I</i> Disposed Of (D) (Instr. 3 5)			5. Amount Securities Beneficiall Owned		6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Am	nount	(A) or (D)	Price	Following Reported Transactio (Instr. 3 an		(Instr.	4)	(Instr. 4)
Class A Com	mon Stoc	k		04/01	/2014	•			A	Γ	1:	5,000(1)	Α	\$0.00 ⁽²⁾	15,00	00	-	D	
Class A Com	mon Stoc	k		04/01	/2014				Α		6	5 , 283 ⁽³⁾	Α	\$0.00 ⁽²⁾	21,28	33		D	
Class A Common Stock			04/07/2014		F			J ⁽⁴⁾		2	21,283	D	(4)	0		-	D		
Common Stock				04/07/2014		ŀ			J ⁽⁴⁾		2	21,283	Α	(4)	21,28	33		D	
Class A Common Stock			04/07/2014		•			C ⁽⁵⁾		4	05,850	A	(5)	405,850			I	By The Mohn Family Trust ⁽⁶⁾	
Class A Common Stock			04/07/2014		ŀ			J ⁽⁴⁾		4	05,850	D	(4)	0			I	By The Mohn Family Trust ⁽⁶⁾	
Common Stock			04/07/2014		ŀ			J ⁽⁴⁾		4	05,850	A	(4)	405,850			I	By The Mohn Family Trust ⁽⁶⁾	
Common Stock				04/07/2014		ŀ			s		5	50,000	D	\$15	355,850			I	By The Mohn Family Trust ⁽⁶⁾
			Tab						•			d of, or B ertible se		ally Owne s)	ed				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	rsion Date rcise (Month/Day/Year) Any f ive		emed 4. ion Date, if Transa Code (h/Day/Year) 8)		tion			6. Date Expirati	6. Date Exercisa Expiration Date (Month/Day/Yea		ind 7. Ti Secu	tle and Am urities Unde vative Secu	ount of	g Derivative		re es ally 1g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
									Date		Expirat	tion		Amount or Number of	1	Reporter Transact (Instr. 4)	tion(s)		

Amount or Number of Shares

29,184

13,208

29,184

\$0.00⁽²⁾

\$0.00⁽²⁾

(9)

29,184

13,208

0

D

D

D

Expiration Date

04/01/2024

04/01/2024

04/01/2024

Title Class A

Com mon Stock Class A

Common

Stock Class A

Common Stock

Exercisable

(7)

(8)

(7)

(D)

29,184

29,184

13,208

Code v (A)

Α

A

J⁽⁹⁾

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)	any	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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$15	04/07/2014		J ⁽⁹⁾		29,184		(7)	04/01/2024	Common Stock	29,184	(9)	29,184	D	
Stock Option (Right to Buy)	\$15	04/07/2014		J ⁽⁹⁾			13,208	(8)	04/01/2024	Class A Common Stock	13,208	(9)	0	D	
Stock Option (Right to Buy)	\$15	04/07/2014		J ⁽⁹⁾		13,208		(8)	04/01/2024	Common Stock	13,208	(9)	13,208	D	
Series B Convertible Preferred Stock	(5)	04/07/2014		C ⁽⁵⁾			705,880	(5)	(5)	Class A Common Stock	352,940 ⁽⁵⁾	(5)	0	I	By The Mohn Family Trust ⁽⁶⁾
Series C Convertible Preferred Stock	(5)	04/07/2014		C ⁽⁵⁾			49,544	(5)	(5)	Class A Common Stock	24,772 ⁽⁵⁾	(5)	0	I	By The Mohn Family Trust ⁽⁶⁾
Series D Convertible Preferred Stock	(5)	04/07/2014		C ⁽⁵⁾			56,276	(5)	(5)	Class A Common Stock	28,138 ⁽⁵⁾	(5)	0	I	By The Mohn Family Trust ⁽⁶⁾

Explanation of Responses:

1. Represents restricted stock units that vest in three equal annual increments, on the first, second and third anniversaries of the date of completion of The Rubicon Project, Inc.'s (the "Issuer") initial public offering.

2. Granted as compensation for services.

3. Represents restricted stock units that vest in full on the date of the next Annual Meeting of the Issuer's stockholders.

4. Pursuant to the Sixth Amended and Restated Certificate of Incorporation ("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.

5. Each share of 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 has no expiration date.

6. Mr. Mohn and his wife are co-trustees of, and the sole beneficiaries of, The Mohn Family Trust.

7. The stock option vests in three equal annual increments, on the first, second and third anniversaries of the date of completion of the Issuer's initial public offering.

8. The stock option vests in full on the date of the next Annual Meeting of the Issuer's stockholders.

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.

Remarks:

<u>/s/ Jonathan Feldman,</u> attorney-in-fact

** Signature of Reporting Person Date

04/11/2014

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

 * 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).

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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