

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Feldman Jonathan</u>  (Last) (First) (Middle) C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FLOOR  (Street) PLAYA VISTA CA 90094  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/28/2018	3. Issuer Name and Ticker or Trading Symbol <u>RUBICON PROJECT, INC. [ RUBI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-General Counsel &amp; Secretary</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 <sup>(1)</sup>	D	

**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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	(2)	03/03/2024	Common Stock	30,000	16.22	D

**Explanation of Responses:**

1. 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.

**Remarks:**

/s/ Jonathan Feldman 06/29/2018

\*\* Signature of Reporting Person Date

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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

EXHIBIT 24

POWER OF ATTORNEY

FOR SEC FILINGS ON FORMS ID, 3, 4, 5 AND 144  
IN RESPECT OF SECURITIES OF  
THE RUBICON PROJECT, INC.

- The undersigned hereby constitutes and appoints Blima Tuller, David Day and Eve Filip, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for h
- (i) any Form ID to be filed with the Securities and Exchange Commission (the SEC);
  - (ii) any Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the SEC;
  - (iii) any Statement of Changes of Beneficial Ownership of Securities on Form 4 to be filed with the SEC;
  - (iv) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the SEC;
  - (v) any Notice of Proposed Sale of Securities on Form 144 to be filed with the SEC; and
  - (vi) any and all agreements, certificates, receipts, or other documents in connection therewith.

The undersigned hereby gives full power and authority to the attorney-in-fact to seek and obtain as the undersigned representative and on the undersigned behalf, information on transactions in the Companys secu  
The undersigned hereby grants unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifi  
The undersigned acknowledges that:

- (i) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigneds responsibility to comply with the requirement of the Securities Exchange Act of 1934, as amended (the Exchange Act), (ii) any
- (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigneds obligations under the Exchange Act, including without limitation the reporting requirements under Sectio

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.  
IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney.

Date: June 21, 2018 /s/ Jonathan Feldman