FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPRO	DVAL
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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 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MAYFIELD XII A DELAWARE L P							2. Issuer Name and Ticker or Trading Symbol RUBICON PROJECT, INC. [RUBI]							Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 04/07/2014								Officer (g below)	ive title			(specify	
2484 SAND HILL ROAD						. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Appl Line)									Applicable				
(Street) MENLO PARK CA 94025					_									X	Form filed Form filed Person	-		-	
(City)	(State) (Z	(ip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transactio Date (Month/Day/Y					Execution Date,		Date,	Transaction Dispos			urities Acquired (A) o sed Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amoun	t	(A) or (D)	Price	Reported				
Common Stoc	k			04/07/2	2014	┸			C		3,892	,372	A	(1)	3,989,3	72	D(2))(3)(4)	
Common Stock 04/07/20			2014	14			С		60,1	91	A	(1)	61,69	1	I (2)	(3)(4)	By Mayfield Associates Fund XII		
Common Stock 04/07/20			2014	14			C		60,191		A	(1)	61,691		I(2)(3)(4)		By Mayfield Principals Fund XII		
			Tab	le II - Der				es Acq							ed				
1. Title of Derivative	of Derivative 2. 3. Transaction 3A. Deemed 4.		8)		5. Num	ber of	6. Date		alala and	7. Title	and Amou	nt of	8. Price of	9. Num	ber of	10.	44 11.4		
Security (Instr. 3)	or Exercise Price of Derivative	Date	Execu any	ıtion Date, if		Instr.	Derivat Securit Acquir Dispos		Expirati (Month	on Da	te		ies Underl	ying y (Instr. 3 an	Derivative Security (Instr. 5)	derivat Securit Benefi Owned Follow	ties cially I ring	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Security (Instr. 3)	or Exercise Price of Derivative	Date	Execu any	ıtion Date, if		v	Derivat Securit Acquir Dispos	ies ed (A) or ed of (D)	Expirati	on Da /Day/Y	te	Derivat	ive Securit		d Security	derivat Securit Benefi Owned Follow Report	ties cially I ring ted action(s)	Ownership Form: Direct (D) or Indirect	Indirect Beneficial Ownership (Instr. 4)
Series B Convertible Preferred Stock	or Exercise Price of Derivative	Date	Execu any	ıtion Date, if	8)	Τ	Derivat Securit Acquir Dispos (Instr. 3	ies ed (A) or ed of (D) 3, 4 and 5)	Expirati (Month	on Da /Day/Y	te ear) Expiration	Derivat 4)	ive Securit	y (Instr. 3 an Amount or Number of	d Security (Instr. 5)	derivat Securit Benefi Owned Follow Report Transa (Instr.	ties cially I ring ted action(s)	Ownership Form: Direct (D) or Indirect	Indirect Beneficial Ownership (Instr. 4)
Series B Convertible	or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execu any	ıtion Date, if	8)	Τ	Derivat Securit Acquir Dispos (Instr. 3	ies ed (A) or ed of (D) 3, 4 and 5)	Expirati (Month Date Exercise 3 (1)	on Da /Day/Y	te ear) Expiration Date	Title Con St	nmon	y (Instr. 3 an Amount or Number of Shares	Security (Instr. 5)	derivat Securit Benefi Owned Follow Report Transa (Instr.	ties cially i iring ted action(s) 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Indirect Beneficial Ownership (Instr. 4)
Series B Convertible Preferred Stock Series C Convertible	or Exercise Price of Derivative Security	Date (Month/Day/Year) 04/07/2014	Execu any	ıtion Date, if	Code	Τ	Derivat Securit Acquir Dispos (Instr. 3	ed (A) or ed of (D) 3, 4 and 5) (D) 6,583,32	Expirati (Month Date Exercise (1)	on Da /Day/Y	Expiration Date	Title Con St Con	nmon ock	Amount or Number of Shares	2 \$0	derivat Securit Benefii Owned Follow Report Transa (Instr.	ties cially i f ring ted action(s) 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Indirect Beneficial Ownership (Instr. 4)
Series B Convertible Preferred Stock Series C Convertible Preferred Stock Series D Convertible	or Exercise Price of Derivative Security (1)	Date (Month/Day/Year) 04/07/2014 04/07/2014	Execu any	ıtion Date, if	Code C	Τ	Derivat Securit Acquir Dispos (Instr. 3	ies ed (A) or ed of (D) 3, 4 and 5) (D) 6,583,32	Expirati (Month Date Exercise (1)	on Da /Day/Y	Expiration Date	Derivat 4) Title Con St Con St Con Con	nmon ock	Amount or Number of Shares 3,291,66.	2 \$0	derivat Securit Benefi Owned Follow Report Transa (Instr.	ties cially I ring ted action(s) 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4 D(2)(3)(4)	Indirect Beneficial Ownership (Instr. 4)
Series B Convertible Preferred Stock Series C Convertible Preferred Stock Series D Convertible Preferred Stock Series B Convertible	or Exercise Price of Derivative Security (1) (1)	Date (Month/Day/Year) 04/07/2014 04/07/2014	Execu any	ıtion Date, if	Code C C	Τ	Derivat Securit Acquir Dispos (Instr. 3	ies ed (A) or sed of (D) 3, 4 and 5) (D) 6,583,32 462,077	Expirati (Month Date Exercise 3 (1) (1)	on Da /Day/Y	Expiration Date (1) (1)	Derivat 4) Title Conn St Conn St Conn St	nmon ock	Amount or Number of Shares 3,291,66. 231,039 369,671	2 \$0 \$0	derivat Securifi Owned Follow Report Transa (Instr.	ties cially 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Ownership Form: Direct (D) or Indirect (I) or Indirect (I) $D^{(2)(3)(4)}$ $D^{(2)(3)(4)}$	Indirect Beneficial Ownership (Instr. 4) By Mayfield Associates
Series B Convertible Preferred Stock Series C Convertible Preferred Stock Series D Convertible Preferred Stock Series B Convertible Preferred Stock Series B Convertible Convertible Convertible Convertible	or Exercise Price of Derivative Security (1) (1) (1)	Date (Month/Day/Year) 04/07/2014 04/07/2014 04/07/2014	Execu any	ıtion Date, if	Code C C C	Τ	Derivat Securit Acquir Dispos (Instr. 3	ies ed (A) or ed of (D) 3,4 and 5) (D) 6,583,32 462,077 739,342	Expirati (Month Date Exercisa (1) (1)	on Da /Day/Y	Expiration Date (1) (1) (1)	Title Con St Con St Con St Con St	nmon ock nmon ock nmon ock	Amount or Number of Shares 3,291,66. 231,039 369,671 50,902	2 \$0 \$0 \$0 \$0	derivat Securit Benefi Owned Follow Report Transa (Instr.	ties cially 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Ownership Form: Direct (D) or Indirect (I) (Instr. 4 $D^{(2)(3)(4)}$ $D^{(2)(3)(4)}$ $D^{(2)(3)(4)}$ $I^{(2)(3)(4)}$	By Mayfield Associates Fund XII
Series B Convertible Preferred Stock Series C Convertible Preferred Stock Series D Convertible Preferred Stock Series B Convertible Preferred Stock Series C Convertible Preferred Stock Series C Convertible Preferred Stock	or Exercise Price of Derivative Security (1) (1) (1)	Date (Month/Day/Year) 04/07/2014 04/07/2014 04/07/2014 04/07/2014	Execu any	ıtion Date, if	Code C C C C	Τ	Derivat Securit Acquir Dispos (Instr. 3	ies ed (A) or sed of (D) 3, 4 and 5) (D) 6,583,32 462,077 739,342 101,804	Expirati (Month Date Exercise (1) (1) (1) (1)	on Da /Day/Y	Expiration Date (1) (1) (1) (1)	Title Con St Con St Con St Con St	nmon ock nmo	Amount or Number of Shares 3,291,66. 231,039 369,671 50,902 3,573	2 \$0 \$0 \$0 \$0 \$0	derivate Securiti Securiti Securiti Securiti Seneriti Owned Follow Report Transa (Instr.	ties cially 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Ownership Form: Direct (D) or Indirect (I) (Instr. 4 D(2)(3)(4) D(2)(3)(4) D(2)(3)(4) I(2)(3)(4)	By Mayfield Associates Fund XII By Mayfield Associates Fund XII

	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. Trans Code (Ir 8)		Derivat Securit Acquire Dispos	ive	6. Date Exer Expiration D (Month/Day			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)		
Series C Convertible Preferred Stock	(1)	04/07/2014		С			7,146	(1)	(1)	Common Stock	3,573	\$0	0	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Principals Fund XII
Series D Convertible Preferred Stock	(1)	04/07/2014		C			11,433	(1)	(1)	Common Stock	5,716	\$0	0	D ⁽²⁾⁽³⁾⁽⁴⁾	

						. *
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MAYFIELD XII A DELAWARE L P

(Last) (First) (Middle)

2484 SAND HILL ROAD

(Street)

MENLO PARK CA

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Mayfield XII Management

(Last) (First) (Middle)

2484 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MAYFIELD ASSOCIATES FUND XII

(Last) (First) (Middle)

2484 SAND HILL ROAD

(Street)

(City)

MENLO PARK CA 94025

(City) (State) (Zip)

(State)

1. Name and Address of Reporting Person*

Mayfield Principals Fund XII

(Last) (First) (Middle)

2484 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(Zip)

1. Name and Address Beck James T		
(Last)	(First)	(Middle)
2484 SAND HILL	ROAD	
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
Chaddha Nav	<u>in</u>	
(Last)	(First)	(Middle)
2484 SAND HILL	ROAD	
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
VASAN ROBI	<u>ERT T</u>	
(Last)	(First)	(Middle)
2484 SAND HILL	ROAD	
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

Explanation of Responses:

- 1. The convertible preferred stock converted into common stock on a one-for-two basis upon the Issuer's initial public offering of common stock, and had no expiration date.
- 2. Mayfield XII Management, L.L.C. ("MF XII Management") is the sole general partner of each of Mayfield XII, a Delaware Limited Partnership ("MF XII") and Mayfield Associates Fund XII, a Delaware Limited Partnership ("MF A XII"), and is the sole managing director of Mayfield Principals Fund XII, a Delaware Multiple Series LLC ("MF PF XII"), and in such capacity may be deemed to beneficially own the shares of common stock beneficially held by each of MF XII, MF A XII and MF PF XII. MF XII Management is managed by three managing directors, James T. Beck, Navin Chaddha and Robert T. Vasan, and all action by the managing directors relating to the voting or disposition of the shares of common stock beneficially held by each of MF XII, MF A XII and MF PF XII requires approval of a majority of the managing directors.
- 3. Each of James T. Beck, Navin Chaddha, and Robert T. Vasan, as the managing directors of MF XII Management, may be deemed to share beneficial ownership of the shares that are beneficially owned by MF XII Management, but each disclaims such beneficial ownership, except to the extent of his pecuniary interest therein.
- 4. The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of equity securities covered by this statement.

Remarks:

James T. Beck, Authorized	
Signatory for Mayfield XII	
Management, L.L.C., the sole	04/08/2014
General Partner of Mayfield	04/08/2014
XII, a Delaware Limited	
<u>Partnership</u>	
James T. Beck, Authorized	
Signatory for Mayfield XII	04/08/2014
Management, L.L.C.	
James T. Beck, Authorized	
Signatory for Mayfield XII	
Management, L.L.C., the sole	04/08/2014
General Partner of Mayfield	04/08/2014
Associates Fund XII, a	
<u>Delaware Limited Partnership</u>	
James T. Beck, Authorized	
Signatory for Mayfield XII	
Management, L.L.C., the	
Managing Director of	04/08/2014
Mayfield Principals Fund XII,	
a Delaware Multiple Series	
LLC	

James T. Beck 04/08/2014 James T. Beck, Attorney-In-04/08/2014 Fact for Navin Chaddha James T. Beck, Attorney-In-04/08/2014 Fact for Robert T. Vasan ** 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 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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