FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

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* Prusz Joseph R					2. Issuer Name and Ticker or Trading Symbol RUBICON PROJECT, INC. [RUBI]									Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
`	,	,		3. Date of Earliest Transaction (Month/Day/Year) 03/15/2018									X b	Officer (give t elow)	cer (give title ow)		Other (specify below)	
12181 BLUFF CREEK DRIVE, 4TH FL (Street)					4. If Amendment, Date of Original Filed (Month/Day/Year) 05/17/2018									6. Individual or Joint/Group Filing (Check Applicable Line)				
S ANGELES CA 90094													F	Form filed by More than One Reporting Person				
(Sta	ate) (Z	ľip)																
	Tabl	e I - N	lon-Deriv	ative S	Secu	rities	s Acc	quired,	Dis	posed o	f, or	Bene	ficia	ally O	vned			
Date				/Year) i	Execu if any	ution Date,							Se Be Ov	curities neficially vned	F (I	orm: Direct D) or ndirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount			Price	Re	ported ansaction(s)		msu. 4)	(msu. 4)
Common Stock 03				03/15/2018				A		30,000	(1)	Α	\$ <mark>0</mark>	(2)	267,941(3)		D	
Common Stock 05/				018				F ⁽⁴⁾		9,383		D	\$2.	14	258,558 ⁽³⁾		D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security			tion Date,	Code (Ir	Fransaction Code (Instr. 8) Securiti Acquire (A) or Dispose of (D)			Expiration Date (Month/Day/Year)			Amou or Numb		ount	of Derivat Securit	derivati Securiti Benefic Owned Followi Reporte Transac	ve es ally ng d tion(s	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Fire E RUBICON LUFF CREIN (State Security (Instate Stock St	(First) (A E RUBICON PROJECT, INC LUFF CREEK DRIVE, 4TH GELES CA 9 (State) (2 Table Security (Instr. 3) Stock Stock Ta 2. Conversion or Exercise Price of Derivative 2. (Month/Day/Year)	(First) (Middle) E RUBICON PROJECT, INC. LUFF CREEK DRIVE, 4TH FL GELES CA 90094 (State) (Zip) Table I - N Security (Instr. 3) Stock Stock Table II 2. Conversion or Exercise Price of Price of Poerivative 2. (Month/Day/Year) (Month/Day/Year)	(First) (Middle) E RUBICON PROJECT, INC. LUFF CREEK DRIVE, 4TH FL GELES CA 90094 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transact Date (Month/Day) Stock 05/15/2 Table II - Derivat (e.g., pt of correction or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	Conversion or Exercise Price of Perivative Servers (Month/Day/Year) Ser	Conversion or Exercise Price of Derivative Security Security	Conversion or Exercise Price of Derivative Security Security	Conversion or Exercise Price of Derivative Security Security	Code (Instr. 3) Code (Instr. 3, 4 and 5) Code (Inst	Stock O3/15/2018 A Table II - Derivative Securities Acquired, Disposed of (D) Date (P.g., puts, calls, warrants, options, c (P.g., puts, calls, warrants, options, c (Month/Day/Year) O2/10 O2	Code Namount Stock O3/15/2018 A O3/15/2018 Code Namount Os/15/2018 Code Os/15/2018	Code Name Code Code	RUBICON PROJECT, INC. [RUBI] 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2018 03/15/2018 03/15/2018 05/17/2018	Code Namount Stock O3/15/2018 A O5/15/2018 Code Namount of Exercise of Date O5/15/2018 Code Instruction O3/15/2018 Code O3/15/2018 Code O5/15/2018 O5/15/2018 Code O5/15/2018 Code O5/15/2018 Code O5/15/2018 O5/15/	Check all Chec	Check all applicable Director Code C	Check all applicable Director Securities Code Namount Code Code Namount Code Code Namount Code Cod	Check all applicable Check all applicable

Explanation of Responses:

- 1. Represents restricted stock units that vest as follows: 10,000 on May 15, 2019; 3,750 each November 15 and May 15 thereafter until November 15, 2021; and 1,250 on May 15, 2022.
- 2. Granted as compensation for services.
- 3. Amended to reflect correct number of amount of securities beneficially owned following reported transactions.
- 4. Shares withheld by the issuer to cover the reporting person's tax liability incurred upon the vesting of the reporting person's restricted stock units.

Remarks:

This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on May 17, 2018. This report on Form 4/A is being filed solely to correct a computational error with respect to the amount of securities beneficially owned following the reported transactions.

/s/ Jonathan Feldman, attorney-in-fact 05/21/2018

** 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 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.

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.