

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MAYFIELD XII A DELAWARE L P</u> (Last) (First) (Middle) 2484 SAND HILL ROAD (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/01/2014	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	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 <input type="checkbox"/> 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	97,000	D	
Common Stock	1,500	I	By Mayfield Associates Fund XII
Common Stock	1,500	I	By Mayfield Principals Fund XII

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	Title	Amount or Number of Shares			
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	3,291,662	(1)	D ⁽²⁾⁽³⁾⁽⁴⁾	
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	231,039	(1)	D ⁽²⁾⁽³⁾⁽⁴⁾	
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	369,671	(1)	D ⁽²⁾⁽³⁾⁽⁴⁾	
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	50,902	(1)	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Associates Fund XII
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	3,573	(1)	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Associates Fund XII
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	5,716	(1)	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Associates Fund XII
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	50,902	(1)	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Principals Fund XII
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	3,573	(1)	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Principals Fund XII
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	5,716	(1)	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Principals Fund XII

1. Name and Address of Reporting Person*

[MAYFIELD XII A DELAWARE L P](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(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

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MAYFIELD ASSOCIATES FUND XII](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Mayfield Principals Fund XII](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[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*		
<u>Chaddha Navin</u>		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>VASAN ROBERT T</u>		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

Explanation of Responses:

- The convertible preferred stock shall automatically convert into common stock on a one-for-two basis immediately prior to the completion of the Issuer's initial public offering of common stock and has no expiration date.
- 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. Vasana, 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.
- Each of James T. Beck, Navin Chaddha, and Robert T. Vasana, 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.
- 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:

Remarks: Exhibit List. Exhibit 24.1 - Power of Attorney. Exhibit 24.2 - Power of Attorney

<u>James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C., the sole General Partner of Mayfield XII, a Delaware Limited Partnership</u>	<u>04/01/2014</u>
<u>James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C.</u>	<u>04/01/2014</u>
<u>James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C., the sole General Partner of Mayfield Associates Fund XII, a Delaware Limited Partnership</u>	<u>04/01/2014</u>
<u>James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C., the Managing Director of Mayfield Principals Fund XII, a Delaware Multiple Series LLC</u>	<u>04/01/2014</u>
<u>James T. Beck</u>	<u>04/01/2014</u>
<u>James T. Beck, Attorney-In-Fact for Navin Chaddha</u>	<u>04/01/2014</u>
<u>James T. Beck, Attorney-In-Fact for Robert T. Vasana</u>	<u>04/01/2014</u>
** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes James T. Beck, for so long as he is an employee, member or partner of Mayfield, to execute for and on behalf of the undersigned, in the undersigned's individual capacity, in the undersigned's capacity as a member of any limited liability company and in the undersigned's capacity as a partner of any general or limited partnership, (i) any and all filings pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), including any and all Forms 3, 4 and 5, and Section 13 of the Exchange Act, including Schedules 13D and 13G, and any amendments thereto and joint filing agreements and other documents in connection therewith, and (ii) any applications for EDGAR access codes, including the Form ID, in each case as may be required to be filed from time to time with the U. S. Securities and Exchange Commission with respect to any investments of Mayfield Fund and its affiliates (collectively, "Mayfield"), and cause any and all of such forms, schedules, agreements and documents to be filed with the U. S. Securities and Exchange Commission pursuant to Section 13 and Section 16 of the Exchange Act, relating to the undersigned's direct or indirect beneficial ownership of securities (in the undersigned's individual capacity, or in the undersigned's capacity as a member of any limited liability company or partner in any general or limited partnership). The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is Mayfield assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer an employee, member or partner of Mayfield, unless

earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of January, 2011.

/s/

Name: Navin Chaddha

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes James T. Beck, for so long as he is an employee, member or partner of Mayfield, to execute for and on behalf of the undersigned, in the undersigned's individual capacity, in the undersigned's capacity as a member of any limited liability company and in the undersigned's capacity as a partner of any general or limited partnership, (i) any and all filings pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), including any and all Forms 3, 4 and 5, and Section 13 of the Exchange Act, including Schedules 13D and 13G, and any amendments thereto and joint filing agreements and other documents in connection therewith, and (ii) any applications for EDGAR access codes, including the Form ID, in each case as may be required to be filed from time to time with the U. S. Securities and Exchange Commission with respect to any investments of Mayfield Fund and its affiliates (collectively, "Mayfield"), and cause any and all of such forms, schedules, agreements and documents to be filed with the U. S. Securities and Exchange Commission pursuant to Section 13 and Section 16 of the Exchange Act, relating to the undersigned's direct or indirect beneficial ownership of securities (in the undersigned's individual capacity, or in the undersigned's capacity as a member of any limited liability company or partner in any general or limited partnership). The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is Mayfield assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer an employee, member or partner of Mayfield, unless

earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of January, 2011.

/s/

Name: Robert T. Vasan