

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

Mail Stop 4561

January 19, 2017

Frank Addante Chief Executive Officer The Rubicon Project, Inc. 12181 Bluff Creek Drive, 4th Floor Los Angeles, CA 90094

Re: The Rubicon Project, Inc.

Form 10-K for the Fiscal Year Ended December 31, 2015

Filed March 4, 2016

Form 8-K

Filed November 2, 2016

File No. 001-36384

Dear Mr. Addante:

We have completed our review of your filings. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Stephen Krikorian

Stephen Krikorian Accounting Branch Chief Office of Information Technologies and Services