

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**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>Richter James Neal</u>  (Last) (First) (Middle) C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FL  (Street) LOS ANGELES CA 90094  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/02/2016	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>Chief Technology Officer</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	117,316 <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				
Stock Option (right to buy)	(2)	12/07/2021	Common Stock 14,500	4.7	D	
Stock Option (right to buy)	(3)	05/22/2022	Common Stock 35,499	4.7	D	
Stock Option (right to buy)	(4)	05/19/2025	Common Stock 15,800	16.75	D	

**Explanation of Responses:**

- Represents: (i) 29,948 shares of restricted stock that vest as follows: 7,812 on November 15, 2016, 7,813 on May 15, 2017, 7,812 on November 15, 2017, and 6,511 on May 15, 2018; (ii) 29,357 restricted stock units that vest as follows: 5,338 on November 15, 2016, 5,337 on May 15, 2017, 5,338 on November 15, 2017, 5,337 on May 15, 2018, 5,338 on November 15, 2018, and 2,669 on May 15, 2019; (iii) 50,000 RSUs that vest as follows: 15,625 on May 15, 2017, 6,250 on each November 15 and May 15 thereafter until November 15, 2019, and 3,125 on May 15, 2020; and (iv) 8,011 shares of common stock.
- The option, originally representing a right to purchase a total of 20,000 shares, became exercisable with respect to 25% of the grant on October 27, 2012 and became exercisable with respect to the remainder in 36 equal installments each calendar month thereafter and is now fully vested.
- The option, originally representing a right to purchase a total of 79,999 shares, became exercisable with respect to 25% of the grant on April 1, 2013 and became exercisable with respect to the remainder in 36 equal installments each calendar month thereafter and is now fully vested.
- The option, representing a right to purchase a total of 15,800 shares, became exercisable with respect to 25% of the grant on February 1, 2016 and becomes exercisable with respect to the remainder in 36 equal installments each calendar month thereafter.

**Remarks:**

Jonathan Feldman, attorney-in-fact 08/02/2016  
 \*\* 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

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 Brian Copple, David Day and Jonathan Feldman, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitutio

- (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's representative and on the undersigned's behalf, information on transactions in the Company's securit

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 ratifies and co

The undersigned acknowledges that:

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

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: July 25, 2016 /s/ James Neal Richter  
James Neal Richter