

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

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

1. Name and Address of Reporting Person* <u>Prusz Joseph R</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) 10/26/2017	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) _____ <p style="text-align: center;">Global Chief Revenue Officer</p>	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	91,761 ⁽¹⁾	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)	12/13/2022	Common Stock 25,000	4.7	D	
Stock Option (right to buy)	(3)	05/19/2025	Common Stock 6,500	16.75	D	
Stock Option (right to buy)	(4)	03/15/2027	Common Stock 18,000	6.06	D	

Explanation of Responses:

- Represents 15,208 shares of common stock and 76,553 restricted stock units. The restricted stock units vest as follows: 8,751 on November 15, 2017; 30,311 on May 15, 2018; 11,376 on November 15, 2018; 10,331 on May 15, 2019; 7,346 on November 15, 2019; 4,500 on May 15, 2020; 2,625 on November 15, 2020; and 1,313 on May 15, 2021.
- Fully vested.
- 25% of the stock options vested on February 1, 2016 and the remaining option shares become exercisable in 36 equal installments each calendar month thereafter.
- 25% of the stock options will vest on February 1, 2018 and the remaining option shares will become exercisable in 36 equal installments each calendar month thereafter.

Remarks:

/s/ Jonathan Feldman, attorney-in-fact

11/03/2017

** 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.

EXHIBIT 24
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
- (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 representative and on the undersigned behalf, and to execute, file, and deliver, and to do and perform each and every act and thing requisite and necessary to carry out the above purposes.
- 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 to carry out the above purposes.
- The undersigned acknowledges that:
- (i) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigneds responsibility to comply with the requirement of the Securities Act, 1933, and the Securities Exchange Act, 1934, and the rules and regulations thereunder;
 - (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigneds obligations under the Exchange Act, including the rules and regulations thereunder.

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: October 26, 2017 /s/ Joseph R. Prusz