

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
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1. Name and Address of Reporting Person* <u>Harden Sarah Patricia</u> (Last) (First) (Middle) <u>C/O THE RUBICON PROJECT, INC.</u> <u>12181 BLUFF CREEK DRIVE, 4TH FLOOR</u> (Street) <u>PLAYA VISTA CA 90094</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/01/2019</u>	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) <input checked="" type="checkbox"/> Director 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 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)
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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				

Explanation of Responses:

Remarks:

No securities are beneficially owned.

/s/ Jonathan Feldman, attorney-in-fact

07/08/2019

** 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 Blima Tuller, 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 of the Company, all such documents, filings, and registrations as may be required to effectuate the purposes of this Power of Attorney. 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 purposes of this Power of Attorney.

- 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
 - (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigneds obligations under the Exchange Act, including the requirement to file periodic reports with the SEC.

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: June 27, 2019 /s/ Sarah P. Harden