

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* MOHN JARL (Last) (First) (Middle) C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FLOOR (Street) LOS ANGELES CA 90094 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol RUBICON PROJECT, INC. [RUBI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/01/2014		A		15,000 ⁽¹⁾	A	\$0.00 ⁽²⁾	15,000	D	
Class A Common Stock	04/01/2014		A		6,283 ⁽³⁾	A	\$0.00 ⁽²⁾	21,283	D	
Class A Common Stock	04/07/2014		J ⁽⁴⁾		21,283	D	⁽⁴⁾	0	D	
Common Stock	04/07/2014		J ⁽⁴⁾		21,283	A	⁽⁴⁾	21,283	D	
Class A Common Stock	04/07/2014		C ⁽⁵⁾		405,850	A	⁽⁵⁾	405,850	I	By The Mohn Family Trust ⁽⁶⁾
Class A Common Stock	04/07/2014		J ⁽⁴⁾		405,850	D	⁽⁴⁾	0	I	By The Mohn Family Trust ⁽⁶⁾
Common Stock	04/07/2014		J ⁽⁴⁾		405,850	A	⁽⁴⁾	405,850	I	By The Mohn Family Trust ⁽⁶⁾
Common Stock	04/07/2014		S		50,000	D	\$15	355,850	I	By The Mohn Family Trust ⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$15	04/01/2014		A		29,184		⁽⁷⁾	04/01/2024	Class A Common Stock	29,184	\$0.00 ⁽²⁾	29,184	D	
Stock Option (Right to Buy)	\$15	04/01/2014		A		13,208		⁽⁸⁾	04/01/2024	Class A Common Stock	13,208	\$0.00 ⁽²⁾	13,208	D	
Stock Option (Right to Buy)	\$15	04/07/2014		J ⁽⁹⁾		29,184		⁽⁷⁾	04/01/2024	Class A Common Stock	29,184	⁽⁹⁾	0	D	

