

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d)**  
**of the Securities Exchange Act of 1934**  
**October 24, 2018**  
**Date of Report (Date of earliest event reported)**

**THE RUBICON PROJECT, INC.**  
(Exact name of registrant as specified in its charter)

|   |   |  |  |
|---|---|--|--|
|   |   |  |  |
| <b>Delaware</b>   | <b>001-36384</b>                            |  | <b>20-8881738</b>                                    |
| <small>(State or other jurisdiction<br/>of incorporation)</small> | <small>(Commission<br/>File Number)</small> |  | <small>(IRS Employer<br/>Identification No.)</small> |

**12181 Bluff Creek Drive, 4th Floor**  
**Los Angeles, CA 90094**

(Address of principal executive offices, including zip code)

**(310) 207-0272**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the 2018 annual meeting of stockholders of The Rubicon Project, Inc. (the “Company”) held on October 24, 2018, the Company’s stockholders considered two proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on September 14, 2018. The final results of voting on each proposal are as follows:

**Proposal 1:** Election of two (2) Class I directors each to hold office until the Company’s 2021 annual meeting of stockholders, subject to the election and qualification of his respective successor:

|                       | <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|-----------------------|------------|----------------|----------------|-------------------------|
| Frank Addante         | 28,866,122 | 1,135,227      | 4,199          | 14,724,762              |
| Robert J. Frankenberg | 21,276,649 | 8,408,478      | 320,421        | 14,724,762              |

Messrs. Addante and Frankenberg, the nominees for Class I directors, were each elected.

**Proposal 2:** Ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the current fiscal year:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> |
|------------|----------------|----------------|
| 44,326,618 | 42,988         | 360,704        |

The foregoing proposal was approved.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE RUBICON PROJECT, INC.**

Date: October 26, 2018

By: /s/ Jonathan Feldman

Jonathan Feldman

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Co-General Counsel and Secretary