

RUBICON PROJECT, INC.  
Form 4  
June 01, 2016

**FORM 4**

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

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mandal Sumant

(Last) (First) (Middle)

725 ARIZONA AVENUE, SUITE 304

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

RUBICON PROJECT, INC. [RUBI]

3. Date of Earliest Transaction (Month/Day/Year)

05/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/26/2016		A	6,171 (1) A \$ 0 (2)	25,166	D	
Common Stock					3,075,794 (3)	I	See Footnotes (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 14.18	05/26/2016		A	12,557	<sup>(5)</sup> 05/26/2016	Common Stock	12,557

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mandal Sumant 725 ARIZONA AVENUE SUITE 304 SANTA MONICA, CA 90401		X		

## Signatures

/s/ Jonathan Feldman,  
attorney-in-fact

06/01/2016

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Represents restricted stock units that vest in full on the earliest of (i) May 26, 2017, (ii) the date of the next Annual Meeting of the Issuer's stockholders, or (iii) a change of control of the Issuer.
  - (2) Granted as compensation for services.  
Represents (i) 3,010,692 Shares directly beneficially owned by Clearstone Venture Partners III-A, L.P., a Delaware limited partnership ("CVP III-A"), (ii) 53,819 Shares directly beneficially owned by Clearstone Venture Partners III-B, a Delaware Multiple Series limited liability company ("CVP III-B" and together with CVP III-A, the "Funds"), and (iii) 11,283 Shares directly beneficially owned by Clearstone Venture Management III, L.L.C., a Delaware limited liability company ("CVM III"). CVM III is the general partner and managing member of CVP III-A and CVP III-B, respectively. The reporting person is a managing member of CVM III and a member of CVP III-B.
  - (4) The reporting person disclaims beneficial ownership of the Shares held by the Funds and CVM III, except to the extent of his pecuniary interest therein, if any, and the inclusion of these Shares in the report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.
  - (5)

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The stock options vest in full on the earliest of (i) May 26, 2017, (ii) the date of the next Annual Meeting of the Issuer's stockholders, or (iii) a change of control of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.