

RUBICON PROJECT, INC.

Form 3

August 02, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â Richter James Neal

(Last) (First) (Middle)

C/O THE RUBICON PROJECT,
INC.,Â 12181 BLUFF CREEK
DRIVE, 4TH FL

(Street)

LOS ANGELES,Â CAAÂ 90094

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/02/2016

3. Issuer Name and Ticker or Trading Symbol
RUBICON PROJECT, INC. [RUBI]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Technology Officer

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 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

117,316 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------|--------------------|--------------|----------------------------------|----------|--|---|
| Stock Option (right to buy) | Â (2) | 12/07/2021 | Common Stock | 14,500 | \$ 4.7 | D | Â |
| Stock Option (right to buy) | Â (3) | 05/22/2022 | Common Stock | 35,499 | \$ 4.7 | D | Â |
| Stock Option (right to buy) | Â (4) | 05/19/2025 | Common Stock | 15,800 | \$ 16.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Richter James Neal C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FL LOS ANGELES, CA 90094 | Â | Â | Â Chief Technology Officer | Â |

Signatures

Jonathan Feldman,
attorney-in-fact

08/02/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Represents: (i) 29,948 shares of restricted stock that vest as follows: 7,812 on November 15, 2016, 7,813 on May 15, 2017, 7,812 on November 15, 2017, and 6,511 on May 15, 2018; (ii) 29,357 restricted stock units that vest as follows: 5,338 on November 15, 2016, (1) 5,337 on May 15, 2017, 5,338 on November 15, 2017, 5,337 on May 15, 2018, 5,338 on November 15, 2018, and 2,669 on May 15, 2019; (iii) 50,000 RSUs that vest as follows: 15,625 on May 15, 2017, 6,250 on each November 15 and May 15 thereafter until November 15, 2019, and 3,125 on May 15, 2020; and (iv) 8,011 shares of common stock.

The option, originally representing a right to purchase a total of 20,000 shares, became exercisable with respect to 25% of the grant on (2) October 27, 2012 and became exercisable with respect to the remainder in 36 equal installments each calendar month thereafter and is now fully vested.

The option, originally representing a right to purchase a total of 79,999 shares, became exercisable with respect to 25% of the grant on (3) April 1, 2013 and became exercisable with respect to the remainder in 36 equal installments each calendar month thereafter and is now fully vested.

(4) The option, representing a right to purchase a total of 15,800 shares, became exercisable with respect to 25% of the grant on February 1, 2016 and becomes exercisable with respect to the remainder in 36 equal installments each calendar month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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