

Wootton Emmett Randolph III
 Form 4
 September 06, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Wootton Emmett Randolph III

(Last) (First) (Middle)
 2000 SEAPORT BLVD., SUITE 400
 (Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Rocket Fuel Inc. [FUEL]

3. Date of Earliest Transaction (Month/Day/Year)
 09/06/2017

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)
 Chief Executive 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 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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	09/06/2017		D		273,371 <u>(1)</u> <u>(2)</u>	D	
					<u>(3)</u> <u>(4)</u>	0	

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

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SEC 1474 (9-02)

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to buy)	\$ 9.68	09/06/2017		D	15,000	(5) 03/25/2025	03/25/2025	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 8.75	09/06/2017		D	37,500	(5) 04/28/2025	04/28/2025	Common Stock	37,500
Employee Stock Option (right to buy)	\$ 3.49	09/06/2017		D	500,000	(5) 01/01/2026	01/01/2026	Common Stock	500,000
Employee Stock Option (right to buy)	\$ 3.49	09/06/2017		D	234,563	(5) 03/10/2026	03/10/2026	Common Stock	234,563
Employee Stock Option (right to buy)	\$ 2.31	09/06/2017		D	230,000	(5) 02/07/2027	02/07/2027	Common Stock	230,000
Performance Stock Units	(6)	09/06/2017		D	230,000	(6) 02/07/2020	02/07/2020	Common Stock	230,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wootton Emmett Randolph III 2000 SEAPORT BLVD., SUITE 400 REDWOOD CITY, CA 94063	X		Chief Executive Officer	

Signatures

/s/ Jeff Mitchell, as Attorney-in-Fact
Date: 09/06/2017

**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) Includes 3,000 shares acquired under the Rocket Fuel Inc. 2013 Employee Stock Purchase Plan on 5/31/2017.

(2) Includes 3,000 shares acquired under the Rocket Fuel Inc. 2013 Employee Stock Purchase Plan on 8/21/2017.

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- (3) Each outstanding share of the common stock of the Issuer was converted into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.

- (4) Certain of these securities were restricted stock units ("RSUs") that represented the Reporting Person's right to receive common stock shares of the Issuer. The RSUs were either (1) cancelled and converted automatically into the right to receive \$2.60 per share in cash, (2) cancelled without any cash payment or other consideration, or (3) assumed and converted automatically into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.

- (5) Each outstanding option of the Issuer was either (1) cancelled and converted automatically into the right to receive \$2.60 per share in cash, (2) cancelled without any cash payment or other consideration, or (3) assumed and converted automatically into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.

- (6) These performance stock units ("PSUs") represented the Reporting Person's right to receive shares of common stock of the Issuer upon the satisfaction or attainment of certain performance milestones. The PSUs were (1) cancelled and converted automatically into the right to receive \$2.60 per share in cash with respect to 115,000 shares, and (2) cancelled without any cash payment or other consideration for the remainder, as described in the Merger Agreement.

Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger dated as of July 17, 2017 (t

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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