

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 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 *                      |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Richter James Neal   |         | (Month/Day/Year)                     | RUBICON PROJECT, INC. [RUBI]   |  |
| (Last)   | (First) | (Middle)                             | 08/02/2016   |  |
| C/O THE RUBICON PROJECT, INC., 12181 BLUFF CREEK DRIVE, 4TH FL |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)   |         |                                      | (Check all applicable)   |  |
| LOS ANGELES, CA 90094  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)   | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|  |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|  |         |                                      | Chief Technology Officer   |  |

**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 <sup>(1)</sup>                                | D  |   |

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

SEC 1473 (7-02)

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**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 Derivative | 5. 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<br>C/O THE RUBICON PROJECT, INC.<br>12181 BLUFF CREEK DRIVE, 4TH FL<br>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.

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

(3) The option, originally representing a right to purchase a total of 79,999 shares, became exercisable with respect to 25% of the grant on 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. 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.