

RUBICON PROJECT, INC.

Form 4

November 17, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAIFMAN GREGORY R

(Last) (First) (Middle)

**C/O THE RUBICON PROJECT,
INC., 12181 BLUFF CREEK
DRIVE, 4TH FLOOR**

(Street)

LOS ANGELES, CA 90094

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RUBICON PROJECT, INC. [RUBI]

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

11/15/2016

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)
President

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. Code (Instr. 8)	4. Securities Acquired Transaction(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/24/2016		G ⁽¹⁾	V 369,112 D \$ 0 0		D	
Common Stock	05/24/2016		G ⁽¹⁾	V 369,112 A \$ 0 474,981		I	Through the Raifman Family Revocable Trust
Common Stock	11/15/2016		F ⁽²⁾	14,406 D \$ 7.72 460,575		I	Through the Raifman

Family
Revocable
Trust

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)

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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Stock Option (right to buy)	\$ 7.8	05/24/2016		G ⁽¹⁾	V		585,700	⁽³⁾	02/01/2023	Common Stock	58
Stock Option (right to buy)	\$ 7.8	05/24/2016		G ⁽¹⁾	V	585,700		⁽³⁾	02/01/2023	Common Stock	58
Stock Option (right to buy)	\$ 16.75	05/24/2016		G ⁽¹⁾	V		62,585	⁽⁵⁾	05/19/2025	Common Stock	62
Stock Option (right to buy)	\$ 16.75	05/24/2016		G ⁽¹⁾	V	62,585		⁽⁵⁾	05/19/2025	Common Stock	62
Stock Option (right to buy)	\$ 13.16	05/24/2016		G ⁽¹⁾	V		58,884	⁽⁶⁾	02/01/2026	Common Stock	58
Stock Option (right to	\$ 13.16	05/24/2016		G ⁽¹⁾	V	58,884		⁽⁶⁾	02/01/2026	Common Stock	58

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAIFMAN GREGORY R C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FLOOR LOS ANGELES, CA 90094	X		President	

Signatures

/s/ Jonathan Feldman,
attorney-in-fact

11/17/2016

__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).

On May 24, 2016, the reporting person transferred all of his vested and unvested equity awards to the Raifman Family Revocable Trust.

- (1) The assignment was for the direct benefit of the reporting person and his family, for estate planning purposes, and does not change beneficial ownership of the shares.
- (2) Shares withheld by the issuer to cover the reporting person's tax liability incurred upon the vesting of the reporting person's restricted shares.
- (3) The option, representing a right to purchase a total of 785,700 shares, became exercisable with respect to 25% of the grant on January 28, 2014 and becomes exercisable with respect to the remainder in 36 equal installments each calendar month thereafter.
- (4) Granted as compensation for services.
- (5) 25% of the stock options will vest on February 1, 2016 and the remaining option shares will become exercisable in 36 equal installments each calendar month thereafter.
- (6) 25% of the stock options will vest on February 1, 2017 and the remaining option shares will become exercisable 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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