

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mandal Sumant</u> (Last) (First) (Middle) 725 ARIZONA AVENUE SUITE 304 (Street) SANTA MONICA CA 90401 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RUBICON PROJECT, INC. [RUBI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2017		A		7,292 ⁽¹⁾	A	\$0 ⁽²⁾	32,458	D	
Common Stock								3,075,794	I	See Footnotes ⁽³⁾⁽⁴⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$5.17	05/23/2017		A		10,363		(S)	05/23/2027	Common Stock	\$0 ⁽²⁾	10,363	D	

Explanation of Responses:

- Represents restricted stock units that vest in full on the earliest of (i) May 23, 2018, (ii) the date of the next Annual Meeting of the Issuer's stockholders, or (iii) a change of control of the Issuer.
- 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.
- 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.
- The stock options vest in full on the earliest of (i) May 23, 2018, (ii) the date of the next Annual Meeting of the Issuer's stockholders, or (iii) a change of control of the Issuer.

Remarks:

/s/ Jonathan Feldman,
attorney-in-fact

05/25/2017

** Signature of Reporting Person Date

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

* 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).

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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