

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

May 25, 2016

Date of Report (Date of earliest event reported)

THE RUBICON PROJECT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-36384

(Commission File Number)

20-8881738

(IRS Employer Identification No.)

12181 Bluff Creek Drive, 4th Floor

Los Angeles, CA 90094

(Address of principal executive offices, including zip code)

(310) 207-0272

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Todd Tappin resigned from his position as Chief Financial Officer and Chief Operating Officer of The Rubicon Project, Inc. (the “Company”) effective May 25, 2016.

The Board appointed David L. Day as Interim Chief Financial Officer effective May 25, 2016. Mr. Day will also continue to serve as Chief Accounting Officer, Controller, and Treasurer of the Company.

Information regarding the business experience and background of Mr. Day is incorporated by reference to the relevant information set forth in the Company’s proxy statement for its 2016 annual meeting of stockholders, as filed with the SEC on April 13, 2016. The Company has not yet entered into any new compensation arrangements with Mr. Day in connection with his becoming Interim Chief Financial Officer. There is no arrangement or understanding between Mr. Day and any other person pursuant to which he was appointed Interim Chief Financial Officer. There are no transactions involving Mr. Day requiring disclosure under Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release, dated May 25, 2016.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE RUBICON PROJECT, INC.

Date: May 25, 2016

By: /s/ Jonathan Feldman

Jonathan Feldman

Deputy General Counsel and Assistant Secretary

Exhibit Index

Exhibit Number

Description

99.1

Press release, dated May 25, 2016.

Rubicon Project Announces Resignation of CFO; Appoints Chief Accounting Officer David Day as Interim CFO

LOS ANGELES – May 25, 2016 – Rubicon Project (NYSE: RUBI), which operates one of the largest advertising marketplaces in the world, today announced that Chief Financial Officer Todd Tappin has resigned to assume the role of President at another company. Effective immediately, current Chief Accounting Officer David Day has been named interim CFO while the company conducts a process to identify a full time successor.

Day joined the company in 2013 and had been responsible for the company’s global accounting functions, including corporate accounting, financial systems, financial reporting, operational accounting, treasury, and internal controls. Prior to joining Rubicon Project, Day was Chief Accounting Officer at ReachLocal, a public digital advertising company, and Senior Vice President of Finance at Overture and at Yahoo Search Marketing.

Frank Addante, CEO and Founder of Rubicon Project, commented, "On behalf of everyone at Rubicon Project, I thank Todd for his numerous contributions to our company during his tenure, including most notably his management of our 2014 IPO. Todd’s leadership has helped position Rubicon Project as a market leader in technology, reach, commitment to quality and capability to service all buyers and sellers across every type of advertising inventory globally. We wish Todd the very best in his new position."

"I also want to recognize the significant achievements of our CAO and now interim CFO David Day, who has been a critical leader helping to guide our finance team over the past several years. We are strongly positioned for continued growth and success with a tremendous opportunity in front of us to continue to innovate and shape the future of advertising."

Tappin’s resignation does not reflect any dispute or disagreement with the company and it is expected that he will remain a strategic advisor to Rubicon Project.

About Rubicon Project

Founded in 2007, Rubicon Project’s mission is to keep the Internet free and open and fuel its growth by making it easy and safe to buy and sell advertising. Rubicon Project pioneered advertising automation technology to enable the world’s leading brands, content creators and application developers to trade and protect trillions of advertising requests each month and to improve the advertising experiences of consumers. Rubicon Project is a publicly traded company (NYSE: RUBI) headquartered in Los Angeles, California.

Contact

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