

RUBICON PROJECT, INC.  
Form 4  
April 11, 2014

**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 \*  
MOHN JARL

(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)  
04/01/2014

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)

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)
				Code V	Amount (A) or (D) Price		
Class A Common Stock	04/01/2014		A	15,000 (1)	A \$ 0 (2) 15,000	D	
Class A Common Stock	04/01/2014		A	6,283 (3)	A \$ 0 (2) 21,283	D	
Class A Common Stock	04/07/2014		J(4)	21,283	D (4) 0	D	
Class A Common Stock	04/07/2014		J(4)	21,283	A (4) 21,283	D	

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Stock									
Class A Common Stock	04/07/2014		C <sup>(5)</sup>	405,850	A	(5)	405,850	I	By The Mohn Family Trust <sup>(6)</sup>
Class A Common Stock	04/07/2014		J <sup>(4)</sup>	405,850	D	(4)	0	I	By The Mohn Family Trust <sup>(6)</sup>
Common Stock	04/07/2014		J <sup>(4)</sup>	405,850	A	(4)	405,850	I	By The Mohn Family Trust <sup>(6)</sup>
Common Stock	04/07/2014		S	50,000	D	\$ 15	355,850	I	By The Mohn Family Trust <sup>(6)</sup>

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

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(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 of Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Stock Option (Right to Buy)	\$ 15	04/01/2014		A		29,184		<sup>(7)</sup> 04/01/2024	Class A Common Stock
Stock Option (Right to Buy)	\$ 15	04/01/2014		A		13,208		<sup>(8)</sup> 04/01/2024	Class A Common Stock
Stock Option (Right to Buy)	\$ 15	04/07/2014		J <sup>(9)</sup>		29,184		<sup>(7)</sup> 04/01/2024	Class A Common Stock

Stock Option (Right to Buy)	\$ 15	04/07/2014	J <sup>(9)</sup>	29,184	(7)	04/01/2024	Common Stock
Stock Option (Right to Buy)	\$ 15	04/07/2014	J <sup>(9)</sup>	13,208	(8)	04/01/2024	Class A Common Stock
Stock Option (Right to Buy)	\$ 15	04/07/2014	J <sup>(9)</sup>	13,208	(8)	04/01/2024	Common Stock
Series B Convertible Preferred Stock	(5)	04/07/2014	C <sup>(5)</sup>	705,880	(5)	(5)	Class A Common Stock
Series C Convertible Preferred Stock	(5)	04/07/2014	C <sup>(5)</sup>	49,544	(5)	(5)	Class A Common Stock
Series D Convertible Preferred Stock	(5)	04/07/2014	C <sup>(5)</sup>	56,276	(5)	(5)	Class A Common Stock

## Reporting Owners

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

## Signatures

/s/ Jonathan Feldman,  
attorney-in-fact

04/11/2014

         \*\*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) Represents restricted stock units that vest in three equal annual increments, on the first, second and third anniversaries of the date of completion of The Rubicon Project, Inc.'s (the "Issuer") initial public offering.
- (2) Granted as compensation for services.

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- (3) Represents restricted stock units that vest in full on the date of the next Annual Meeting of the Issuer's stockholders.
- Pursuant to the Sixth Amended and Restated Certificate of Incorporation ("A&R Charter") of the Issuer filed prior to the completion of the Issuer's initial public offering, each share of Class A Common Stock was reclassified and converted into one share of a single class of Common Stock on April 7, 2014. Such reclassification was exempt under Rule 16b-7 of the Securities Exchange Act of 1934, as amended.
- (4) Each share of Convertible Preferred Stock automatically converted into 1/2 of a share of Class A Common Stock upon completion of the Issuer's initial public offering of its Common Stock on April 7, 2014. The Convertible Preferred Stock has no expiration date.
- (5) Mr. Mohn and his wife are co-trustees of, and the sole beneficiaries of, The Mohn Family Trust.
- (6) The stock option vests in three equal annual increments, on the first, second and third anniversaries of the date of completion of the Issuer's initial public offering.
- (7) The stock option vests in full on the date of the next Annual Meeting of the Issuer's stockholders.
- Pursuant to the A&R Charter, each share of Class A Common Stock underlying the reported stock option automatically reclassified and converted into one share of a single class of Common Stock on April 7, 2014, immediately prior to the completion of the Issuer's initial public offering. Such reclassification was exempt under Rule 16b-7 of the Securities Exchange Act of 1934, as amended.
- (9)

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.