

FEIBER JONATHAN D
Form 4
September 06, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ninth MDV Partners, L.L.C.

(Last) (First) (Middle)

777 MARINERS ISLAND BLVD.,
SUITE 550

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rocket Fuel Inc. [FUEL]

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/06/2017 | | D | 9,295,955 | D 0 | I | See footnote (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ninth MDV Partners, L.L.C. 777 MARINERS ISLAND BLVD., SUITE 550 SAN MATEO, CA 94404 | | X | | |
| FEIBER JONATHAN D 777 MARINEERS ISLAND BLVD., SUITE 550 SAN MATEO, CA 94404 | | X | | |
| MDV IX LP 77 MARINERS ISLAND BLVD., SUITE 550 SAN MATEO, CA 94404 | | X | | |

Signatures

/s/ Ninth MDV Partners, L.L.C., By: Brett Teele, Authorized Signatory 09/06/2017
**Signature of Reporting Person Date

/s/ Jonathan Feiber 09/06/2017
**Signature of Reporting Person Date

/s/ MDV IX, L.P., By: Ninth MDV Partners, L.L.C., its General Partner By: Brett Teele, Authorized Signatory 09/06/2017
**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) Each outstanding share of the common stock of the Issuer was converted into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.
- (2)

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Shares directly held by MDV IX, L.P. ("MDV IX"), as nominee for MDV IX and MDV ENF IX, L.P. Ninth MDV Partners, L.L.C. ("Ninth MDV") is the General Partner of MDV IX. William Ericson, a director of the Issuer, and Jonathan Feiber are Managing Members of Ninth MDV. Each of William Ericson, Jonathan Feiber, and Ninth MDV may be deemed to share voting and dispositive power over the shares held by MDV IX. Each disclaims beneficial ownership of these securities except to the extent of his or its respective pecuniary interest therein. William Ericson is filing a separate Form 4.

Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger dated as of July 17, 2017 (t

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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