

RUBICON PROJECT, INC.
Form 4
March 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
MAYFIELD XII A DELAWARE L
P

(Last) (First) (Middle)

2484 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

RUBICON PROJECT, INC. [RUBI]

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

02/26/2015

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)	Price		
Common Stock	02/26/2015		S	144,833	D \$ 19.1593 (1)	3,844,539	D (3) (4) (5)
Common Stock	02/26/2015		S	2,240	D \$ 19.1593 (1)	59,451	I (3) (4) (5) By Mayfield Associates Fund XII
Common Stock	02/26/2015		S	2,240	D \$ 19.1593 (1)	59,451	I (3) (4) (5) By Mayfield Principals Fund XII
	02/27/2015		S	89,640	D	3,754,899	

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Common Stock					\$			D	(3) (4) (5)		
					18,9346						
					(2)						
Common Stock	02/27/2015		S	1,386	D	\$	18,9346	58,065	I	(3) (4) (5)	By Mayfield Associates Fund XII
							(2)				
Common Stock	02/27/2015		S	1,386	D	\$	18,9346	58,065	I	(3) (4) (5)	By Mayfield Principals Fund XII
							(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)

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYFIELD XII A DELAWARE L P 2484 SAND HILL ROAD MENLO PARK, CA 94025		X		
Mayfield XII Management, L.L.C. 2484 SAND HILL ROAD MENLO PARK, CA 94025		X		See Explanation of Responses
		X		See Explanation of Responses

MAYFIELD ASSOCIATES FUND XII
2484 SAND HILL ROAD
MENLO PARK, CA 94025

Mayfield Principals Fund XII
2484 SAND HILL ROAD
MENLO PARK, CA 94025

X

See Explanation of Responses

Beck James T
2484 SAND HILL ROAD
MENLO PARK, CA 94025

See Explanation of Responses

Chaddha Navin
2484 SAND HILL ROAD
MENLO PARK, CA 94025

See Explanation of Responses

VASAN ROBERT T
2484 SAND HILL ROAD
MENLO PARK, CA 94025

See Explanation of Responses

Signatures

James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C., the sole General Partner of Mayfield XII, a Delaware Limited Partnership

03/02/2015

__Signature of Reporting Person

Date

James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C.

03/02/2015

__Signature of Reporting Person

Date

James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C., the sole General Partner of Mayfield Associates Fund XII, a Delaware Limited Partnership

03/02/2015

__Signature of Reporting Person

Date

James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C., the Managing Director of Mayfield Principals Fund XII, a Delaware Multiple Series LLC

03/02/2015

__Signature of Reporting Person

Date

James T. Beck

03/02/2015

__Signature of Reporting Person

Date

James T. Beck, Attorney-In-Fact for Navin Chaddha

03/02/2015

__Signature of Reporting Person

Date

James T. Beck, Attorney-In-Fact for Robert T. Vasan

03/02/2015

__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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.00 to \$19.96, inclusive. The Reporting Persons undertake to provide to The Rubicon Project, Inc., any security holder of The Rubicon Project, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$18.85 to \$19.37, inclusive. The Reporting Persons undertake to provide to The Rubicon Project, Inc., any security holder of The Rubicon

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Project, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

Mayfield XII Management, L.L.C. ("MF XII Management") is the sole general partner of each of Mayfield XII, a Delaware Limited Partnership ("MF XII") and Mayfield Associates Fund XII, a Delaware Limited Partnership ("MF A XII"), and is the sole managing director of Mayfield Principals Fund XII, a Delaware Multiple Series LLC ("MF PF XII"), and in such capacity may be deemed to

- (3) beneficially own the shares of common stock beneficially held by each of MF XII, MF A XII and MF PF XII. MF XII Management is managed by three managing directors, James T. Beck, Navin Chaddha and Robert T. Vasan, and all action by the managing directors relating to the voting or disposition of the shares of common stock beneficially held by each of MF XII, MF A XII and MF PF XII requires approval of a majority of the managing directors.

Each of James T. Beck, Navin Chaddha, and Robert T. Vasan, as the managing directors of MF XII Management, may be deemed to

- (4) share beneficial ownership of the shares that are beneficially owned by MF XII Management, but each disclaims such beneficial ownership, except to the extent of his pecuniary interest therein.

- (5) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of equity securities covered by this statement.

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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