Rocket Fuel Inc. Form 4 June 11, 2014

## FORM 4

Form 5

obligations

may continue.

See Instruction

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

REDWOOD CITY, CA 94063

(State)

(Zip)

(City)

**BOSTROM SUSAN L** Issuer Symbol Rocket Fuel Inc. [FUEL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify 1900 SEAPORT BLVD 06/09/2014 below)

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) \_X\_ 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 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 3,179 Common 06/09/2014 \$0 5,051 A

(1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

#### Edgar Filing: Rocket Fuel Inc. - Form 4

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. Transacti Code (Instr. 8)	5. Number owf Derivativ Securities Acquired (A) or Disposed or (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)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.59	06/09/2014		A	6,000	<u>(2)</u>	06/09/2024	Common Stock	6,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Topolonia o mare i mine / i mine o	Director	10% Owner	Officer	Other		
BOSTROM SUSAN L 1900 SEAPORT BLVD REDWOOD CITY, CA 94063	X					

## **Signatures**

/s/ Ken Scully by power of attorney

06/11/2014

\*\*Signature of Reporting Person Da

# **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).
- Each share of stock is represented by a Restricted Stock Unit ("RSU"). One-hundred percent (100%) of the shares subject to the RSU vest on the earlier of (i) the first anniversary of the date of grant, and (ii) the day prior to the Annual Meeting of Stockholders immediately following the Annual Meeting at which the RSU was granted, in each case provided that the reporting person has remained in continuous service as a Board member through the applicable date.
- One-hundred percent (100%) of the shares subject to the option vest on the earlier of (i) the first anniversary of the date of grant, and (ii) (2) the day prior to the Annual Meeting of Stockholders immediately following the Annual Meeting at which the option was granted, provided that the reporting person has remained in continuous service as a Board member through the applicable date.

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.

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