Rocket Fuel Inc. Form 4 February 08, 2017

FORM 4

Form 4 or

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * Frankel Richard A.

> (First) (Middle)

2000 SEAPORT BLVD, 4TH **FLOOR**

(Street)

(State)

(Zin)

2. Issuer Name and Ticker or Trading Symbol

Rocket Fuel Inc. [FUEL]

3. Date of Earliest Transaction

(Month/Day/Year) 01/06/2017

Filed(Month/Day/Year)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

REDWOOD CITY, CA 94063

(City)	(State) (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. Transa Code (Instr.)		4. Securitie n(A) or Disp (Instr. 3, 4 a	osed o	of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/06/2017			V		D		0	I	See Footnote (2)		
Common Stock	01/06/2017		G(3)	V	76,073	D	\$0	0	I	See Footnote (4)		
Common Stock	01/06/2017		G(5)	V	152,146	A	\$ 0	1,795,888	I	See Footnote (6)		

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

Edgar Filing: Rocket Fuel Inc. - Form 4

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. Transactio Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed		ate	Amou Under Secur	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Frankel Richard A.
2000 SEAPORT BLVD, 4TH FLOOR
X
REDWOOD CITY, CA 94063

Signatures

/s/ JoAnn Covington, as attorney-in-fact for Richard Frankel

**Signature of Reporting Person

Date

02/08/2017

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) Shares transferred by the Martha M. Conway Grantor Retained Annuity Trust U/T/A May 20, 2013 to the Martha M. Conway & Richard A. Frankel TR US 03/13/2009 Conway-Frankel Family Trust.
- (2) Shares held in the name of Martha M. Conway Grantor Retained Annuity Trust U/T/A May 20, 2013. Ms. Conway is the wife of Mr. Frankel.
- (3) Shares transferred by the Richard A. Frankel Grantor Retained Annuity Trust U/T/A May 20, 2013 to the Martha M. Conway & Richard A. Frankel TR US 03/13/2009 Conway-Frankel Family Trust.
- (4) Shares held by the Richard A. Frankel Grantor Retained Annuity Trust U/T/A May 20, 2013, for which the reporting person is a trustee.
- (5) Shares transferred by the Martha M. Conway Grantor Retained Annuity Trust U/T/A May 20, 2013 and the Richard A. Frankel Grantor Retained Annuity Trust U/T/A May 20, 2013 to the Martha M. Conway & Richard A. Frankel TR US 03/13/2009 Conway-Frankel

Reporting Owners 2

Edgar Filing: Rocket Fuel Inc. - Form 4

Family Trust.

(6) Shares owned by the Martha M. Conway & Richard A. Frankel TR UA 03/13/2009 Conway-Frankel Family Trust, for which the reporting person is a trustee.

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.