Day David Form 4 March 16, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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 * Day David

2. Issuer Name and Ticker or Trading Symbol

RUBICON PROJECT, INC. [RUBI]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Common

Stock

(First) (Middle) 3. Date of Earliest Transaction

(Check all applicable)

C/O THE RUBICON PROJECT. INC., 12181 BLUFF CREEK

DRIVE, 4TH FLOOR

(Street)

(State)

03/15/2018

(Month/Day/Year)

03/15/2018

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

below) **CFO**

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LOS ANGELES, CA 90094

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

4. Securities Acquired 5. Amount of 3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4) (D) Price

(2)

Code V Amount

48,786 \$0 A

(1)

246,217

D

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.

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

Beneficial

Ownership

(Instr. 4)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration I (Month/Day	Pate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.97	03/15/2018		A	41,817	(3)	03/15/2028	Common Stock	41,817

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the relation	Director	10% Owner	Officer	Other		
Day David						
C/O THE RUBICON PROJECT, INC.			CFO			
12181 BLUFF CREEK DRIVE, 4TH FLOOR			Cro			
LOS ANGELES, CA 90094						

Signatures

Jonathan Feldman, attorney-in-fact

03/16/2018

**Signature of Reporting Person D

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 as follows: 15,246 on May 15, 2019, 6,098 on each November 15 and May 15 thereafter until November 15, 2021, and 3,050 on May 15, 2022.
- (2) Granted as compensation for services.
- (3) 25% of the stock options will vest on February 1, 2019 and the remaining option shares will become exercisable in 36 equal installments each calendar month thereafter.

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.

Reporting Owners 2