

Rocket Fuel Inc.  
Form 8-K  
August 02, 2016

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

FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported)  
July 25, 2016

Rocket Fuel Inc.  
(Exact name of registrant as specified in its charter)

|  |                          |                                   |
|--|--------------------------|-----------------------------------|
| Delaware                                       | 001-36071                | 30-0472319                        |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1900 Seaport Blvd.  
Redwood City, CA 94063  
(Address of principal executive offices, including zip code)  
(650) 595-1300  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On August 2, 2016, Rocket Fuel Inc. (the “Company”) issued a press release announcing its financial results for the three months ended June 30, 2016. The attached press release includes a discussion of certain non-GAAP financial measures as well as a reconciliation of such non-GAAP financial measures to the corresponding GAAP financial measures.

A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated under this Item 2.02 by reference.

The information set forth under this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in any such filing.

Item 8.01. Other Events.

On July 25, 2016, Richard Song joined the Company as its Chief Revenue Officer. From April 2014 to July 2016, Mr. Song served as Executive Vice President and Global Head of Sales at ZEFR, Inc. (“ZEFR”), a video ad technology company. Prior to ZEFR, Mr. Song served as Executive Vice President at iHeartMedia, Inc., a radio and digital media company, from July 2012 to April 2014 and as General Manager of Eastern US Sales at Microsoft Corporation from January 2006 to June 2012.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press release announcing financial results dated August 2, 2016

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROCKET FUEL INC.

By: /s/ Rex S. Jackson  
Rex S. Jackson  
Chief Financial Officer

Date: August 2, 2016

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EXHIBIT INDEX

Exhibit No. Description

99.1 Press release announcing financial results dated August 2, 2016