

RUBICON PROJECT, INC.

Form 3

August 02, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Patz Harry Jr

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/02/2016

3. Issuer Name **and** Ticker or Trading Symbol  
RUBICON PROJECT, INC. [RUBI]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Revenue Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting PersonC/O THE RUBICON PROJECT,  
INC.,Â 12181 BLUFF CREEK  
DRIVE, 4TH FL

(Street)

LOS ANGELES,Â CAAÂ 90094

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

100,000 <sup>(1)</sup>

D

Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

# Edgar Filing: RUBICON PROJECT, INC. - Form 3

|                                | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|--------------------------------|---------------------|--------------------|-----------------|----------------------------------|----------|--|---|
| Stock Option (right to<br>buy) | Â (2)               | 05/16/2026         | Common<br>Stock | 40,000                           | \$ 14.31 | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Patz Harry Jr<br>C/O THE RUBICON PROJECT, INC.<br>12181 BLUFF CREEK DRIVE, 4TH FL<br>LOS ANGELES, CA 90094 | Â             | Â         | Â Chief<br>Revenue<br>Officer | Â     |

## Signatures

Jonathan Feldman,  
attorney-in-fact

08/02/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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: 25,000 RSUs on May 15, 2017 and 12,500 RSUs on each November 15 and May 15 thereafter until May 15, 2020.
- (2) The option, representing a right to purchase a total of 40,000 shares, becomes exercisable with respect to 25% of the grant on April 4, 2017 and becomes exercisable with respect to the remainder 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.  
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