

Prusz Joseph R
Form 3
November 03, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Prusz Joseph R

(Last) (First) (Middle)

C/O THE RUBICON PROJECT,
INC.,Â 12181 BLUFF CREEK
DRIVE, 4TH FL

(Street)

LOS ANGELES,Â CAAÂ 90094

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/26/2017

3. Issuer Name and Ticker or Trading Symbol
RUBICON PROJECT, INC. [RUBI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

Global 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 Person

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

91,761 ⁽¹⁾

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 Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(2)</u>	12/13/2022	Common Stock	25,000	\$ 4.7	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	05/19/2025	Common Stock	6,500	\$ 16.75	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	03/15/2027	Common Stock	18,000	\$ 6.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prusz Joseph R C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FL LOS ANGELES, CA 90094	Â	Â	Â Global Chief Revenue Officer	Â

Signatures

/s/ Jonathan Feldman,
attorney-in-fact

11/03/2017

**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).
- Represents 15,208 shares of common stock and 76,553 restricted stock units. The restricted stock units vest as follows: 8,751 on
- (1) November 15, 2017; 30,311 on May 15, 2018; 11,376 on November 15, 2018; 10,331 on May 15, 2019; 7,346 on November 15, 2019; 4,500 on May 15, 2020; 2,625 on November 15, 2020; and 1,313 on May 15, 2021.
- (2) Fully vested.
- (3) 25% of the stock options vested on February 1, 2016 and the remaining option shares become exercisable in 36 equal installments each calendar month thereafter.
- (4) 25% of the stock options will vest on February 1, 2018 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.

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