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RUBICON PF	ROJECT, INC.											
Form 4												
May 17, 2017									OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287			
Check this box if no longer subject to Section 16. Check this box if no longer Section 16. Section 16.									rs per			
(Print or Type Re	esponses)											
ADDANTE FRANK Symbol				Name and			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle) 3	3. Date of Earliest Transaction					(Check an applicable)				
			onth/Day/Year) /15/2017				X_ Director 10% Owner Officer (give title Other (specify below) below)					
	(Street)	treet) 4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
LOS ANGELES, CA 90094							Iore than One Re	porting				
(City)	(State)	(Zip)	Table	e I - Non-D)erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned		
	ecurity (Month/Day/Year) Execution Date, if		Date, if	Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	05/15/2017			F <u>(1)</u>	25,972	D	\$ 5.83	1,795,969	D			
Common Stock								1,250	Ι	By spouse		

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

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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (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			
ADDANTE FRANK C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FLOOI LOS ANGELES, CA 90094	R X						
Signatures							
/s/ Jonathan Feldman, attorney-in-fact 05	/17/2017						
**Signature of Reporting Person	Date						

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 withheld by the issuer to cover the reporting person's tax liability incurred upon the vesting of the reporting person's restricted shares.

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.