

RUBICON PROJECT, INC.
Form 4
October 28, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Clearstone Venture Management III, L.L.C.

(Last) (First) (Middle)

725 ARIZONA AVENUE, SUITE 304,

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

RUBICON PROJECT, INC. [RUBI]

3. Date of Earliest Transaction (Month/Day/Year)

10/27/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/27/2015		J ⁽¹⁾		445,632 ⁽¹⁾	D	\$ 0 ⁽¹⁾
							4,010,692 ⁽²⁾
Common Stock	10/27/2015		J ⁽³⁾		7,966 ⁽³⁾	D	\$ 0 ⁽³⁾
							71,695 ^{(4) (5)}
Common Stock	10/27/2015		J ⁽⁶⁾		9,073 ⁽⁶⁾	D	\$ 0 ⁽⁶⁾
							0 ^{(5) (7)}

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

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number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Clearstone Venture Management III, L.L.C. 725 ARIZONA AVENUE, SUITE 304 SANTA MONICA, CA 90401		X		
CLEARSTONE VENTURE PARTNERS III-A LP 725 ARIZONA AVENUE SUITE 304 SANTA MONICA, CA 90401		X		
Clearstone Venture Partners III-B, a Delaware Multiple Series LLC 725 ARIZONA AVENUE, SUITE 304 SANTA MONICA, CA 90401		X		

Signatures

Dana E. Moraly 10/27/2015

**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).

On October 27, 2015, Clearstone Venture Partners III-A, L.P., a Delaware limited partnership ("CVP III-A"), distributed for no consideration, 445,632 shares of Common Stock of the Issuer (the "Shares") to its partners including Clearstone Venture Management III,

- (1) L.L.C., a Delaware limited liability company ("CVM III"), the General Partner of CVP III-A, representing each such partners' pro rata interest in the shares held by CVP III-A. The distribution was made in accordance with the exemption afforded by Rule 16a-9 of the Securities Exchange Act of 1934, as amended.

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- (2) These shares are held by CVP III-A.

On October 27, 2015, Clearstone Venture Partners III-B, L.P., a Delaware multiple series limited liability company ("CVP III-B"),

- (3) distributed for no consideration, 7,966 shares of Common Stock of the Issuer (the "Shares") to its members including CVM III, the Managing Member of CVP III-B, representing each such members' pro rata interest in the shares held by CVP III-B. The distribution was made in accordance with the exemption afforded by Rule 16a-9 of the Securities Exchange Act of 1934, as amended.

- (4) These shares are held by CVP III-B.

This statement is being filed jointly by CVM III, CVP III-A and CVP III-B. CVM III is the general partner and managing member of CVP III-A and CVP III-B, respectively, and as such may be deemed to be the beneficial owner of the shares owned by CVP III-A and

- (5) CVP III-B. CVM III disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares by CVM III for purposes of Section 16 or for any other purpose.

On the same date, CVM III distributed for no consideration, to its members, an aggregate of 9,073 Shares, consisting of 1,107 Shares that it received as a distribution on October 27, 2015 from CVP III-A and the 7,966 Shares that it received as a distribution on October 27,

- (6) 2015 from CVP III-B, in an amount equal to each such member's pro rata interest in the Shares. This distribution was made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Securities Exchange Act of 1934, as amended.

- (7) Immediately following the distribution described in note (6) above, CVM III held no Shares directly.

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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