

Wootton Emmett Randolph III
 Form 4
 September 06, 2017

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 *
 Wootton Emmett Randolph III

(Last) (First) (Middle)

2000 SEAPORT BLVD., SUITE 400

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Rocket Fuel Inc. [FUEL]

3. Date of Earliest Transaction (Month/Day/Year)
 09/06/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 09/06/2017 | | D | | 273,371 | D | |
| | | | | | (1) (2) | | |
| | | | | | (3) (4) | | |
| | | | | | 0 | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy) | \$ 9.68 | 09/06/2017 | | D | 15,000 | <u>(5)</u> 03/25/2025 | Common Stock 15,000 |
| Employee Stock Option (right to buy) | \$ 8.75 | 09/06/2017 | | D | 37,500 | <u>(5)</u> 04/28/2025 | Common Stock 37,500 |
| Employee Stock Option (right to buy) | \$ 3.49 | 09/06/2017 | | D | 500,000 | <u>(5)</u> 01/01/2026 | Common Stock 500,000 |
| Employee Stock Option (right to buy) | \$ 3.49 | 09/06/2017 | | D | 234,563 | <u>(5)</u> 03/10/2026 | Common Stock 234,563 |
| Employee Stock Option (right to buy) | \$ 2.31 | 09/06/2017 | | D | 230,000 | <u>(5)</u> 02/07/2027 | Common Stock 230,000 |
| Performance Stock Units | <u>(6)</u> | 09/06/2017 | | D | 230,000 | <u>(6)</u> 02/07/2020 | Common Stock 230,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wootton Emmett Randolph III 2000 SEAPORT BLVD., SUITE 400 REDWOOD CITY, CA 94063 | X | | Chief Executive Officer | |

Signatures

/s/ Jeff Mitchell, as Attorney-in-Fact 09/06/2017

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) Includes 3,000 shares acquired under the Rocket Fuel Inc. 2013 Employee Stock Purchase Plan on 5/31/2017.

(2) Includes 3,000 shares acquired under the Rocket Fuel Inc. 2013 Employee Stock Purchase Plan on 8/21/2017.

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- (3) Each outstanding share of the common stock of the Issuer was converted into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.

- (4) Certain of these securities were restricted stock units ("RSUs") that represented the Reporting Person's right to receive common stock shares of the Issuer. The RSUs were either (1) cancelled and converted automatically into the right to receive \$2.60 per share in cash, (2) cancelled without any cash payment or other consideration, or (3) assumed and converted automatically into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.

- (5) Each outstanding option of the Issuer was either (1) cancelled and converted automatically into the right to receive \$2.60 per share in cash, (2) cancelled without any cash payment or other consideration, or (3) assumed and converted automatically into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.

- (6) These performance stock units ("PSUs") represented the Reporting Person's right to receive shares of common stock of the Issuer upon the satisfaction or attainment of certain performance milestones. The PSUs were (1) cancelled and converted automatically into the right to receive \$2.60 per share in cash with respect to 115,000 shares, and (2) cancelled without any cash payment or other consideration for the remainder, as described in the Merger Agreement.

Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger dated as of July 17, 2017 (t

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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