

RUBICON PROJECT, INC.

Form 4

July 31, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

07/29/2015

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 (1)	(A) or (D)	Price (1)
Common Stock	07/29/2015		J(1)		495,147 (1)	D	\$ 0 (1)
							4,456,324 (2) (5)
Common Stock	07/29/2015		J(3)		8,851 (3)	A	\$ 0 (3)
							79,661 (4) (5)
Common Stock	07/29/2015		J(6)		10,080 (6)	A	\$ 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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information contained in this form are not
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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repor 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
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 07/31/2015

**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 July 29, 2015, Clearstone Venture Partners III-A, L.P., a Delaware limited partnership ("CVP III-A"), distributed for no consideration, 495,147 shares of Common Stock of the Issuer (the "Shares") to its partners, including Clearstone Venture Management III, L.L.C. a

(1) Delaware limited liability company ("CVM III"), the General Partner of CVP III-A, representing each such partners's 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.

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

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(3) On July 29, 2015, Clearstone Venture Partners III-B, L.P., a Delaware multiple series limited liability company ("CVP III-B"), distributed for no consideration, 8,851 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's 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 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 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.

(6) On the same date, CVM III distributed for no consideration, to its members, an aggregate of 10,080 Shares, consisting of 1,229 Shares that it received as a distribution on July 29, 2015 from CVP III-A and the 8,851 Shares that it received as a distribution on July 29, 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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