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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**THE RUBICON PROJECT, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation or organization)

**20-8881738**  
(I.R.S. Employer Identification No.)

**12181 Bluff Creek Drive, 4<sup>th</sup> Floor**  
**Los Angeles, CA**  
(Address of principal executive offices)

**90094**  
(zip code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of each class  
to be so registered  
**Common Stock, par value \$0.00001 per share**

Name of each exchange on which  
each class is to be registered  
**New York Stock Exchange**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

**Securities Act registration statement file number to which this form relates:**  
**333-193739**

**Securities to be registered pursuant to Section 12(g) of the Act:**  
**None**

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**Item 1. Description of Registrant's Securities to be Registered**

A description of the Common Stock, par value \$0.00001 per share (the "Common Stock"), of The Rubicon Project, Inc., a Delaware corporation (the "Registrant"), is set forth under the caption "Description of Capital Stock" in the prospectus constituting a part of the Registrant's Registration Statement on Form S-1 (Registration No. 333-193739), initially filed with the Securities and Exchange Commission on February 4, 2014, as amended, which description is incorporated herein by reference. The description of the Common Stock included in any form of prospectus subsequently filed by the Registrant pursuant to Section 424(b) of the Securities Act of 1933, as amended, shall also be deemed to be incorporated herein by reference.

**Item 2. Exhibits**

Pursuant to the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The New York Stock Exchange, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

**THE RUBICON PROJECT, INC.**

Dated: March 28, 2014

By: /s/ Brian W. Cople  
Brian W. Cople  
General Counsel and Corporate Secretary