

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934**

**June 18, 2020
Date of Report (Date of earliest event reported)**

THE RUBICON PROJECT, INC.
(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction
of incorporation)**

**001-36384
(Commission
File Number)**

**20-8881738
(IRS Employer
Identification No.)**

**12181 Bluff Creek Drive, 4th Floor
Los Angeles, CA 90094
(Address of principal executive offices, including zip code)**

**(310) 207-0272
(Registrant's telephone number, including area code)**

**Not applicable
(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	RUBI	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 18, 2020, Mark Zagorski tendered his resignation as President and Chief Operating Officer of The Rubicon Project, Inc. (the “Company”), effective as of June 30, 2020. Michael Barrett, the Company’s Chief Operating Officer will re-assume the President role upon Mr. Zagorski’s resignation. The Company issued the press release attached to this Current Report on Form 8-K as Exhibit 99.1 announcing Mr. Zagorski’s resignation.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The Company hereby furnishes the following exhibit:

[99.1](#) Press release dated June 18, 2020.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE RUBICON PROJECT, INC.

Date: June 18, 2020

By: /s/ Aaron Saltz

Aaron Saltz

General Counsel and Corporate Secretary

Rubicon Project Announces Departure of President

Los Angeles, CA -- (BUSINESS WIRE) -- June 18, 2020 — Rubicon Project (NASDAQ: RUBI), the largest independent sell-side advertising platform, today announced that Mark Zagorski, President and Chief Operating Officer, will resign at the end of June to pursue a new opportunity. Michael Barrett will re-assume the President role with general responsibility for the management and control of the operations of the Corporation.

“We thank Mark for the passion and commitment in developing the CTV business that is now a key strategic pillar for our company,” said Michael Barrett, CEO of Rubicon Project. “Thanks to Mark’s leadership, we have a superb CTV operational team that will ensure we continue our leading position in the CTV market. We also have strong industry experience at the Board level, particularly with Doug Knopper, Co-Founder of Freewheel, and Paul Caine, our Chairman and former interim-CEO and Executive Chairman of Telaria. Post merger completion in April, our customer engagement, product development and organizational integration has gone extremely well. We have experienced positive month-over-month improvement in revenue across our business, most importantly in the area of CTV, as the economy begins to recover, and we look forward to providing details about our second quarter results during our upcoming earnings call in early August.”

About Rubicon Project

Rubicon Project is the world’s largest independent sell-side advertising platform, following its merger with CTV leader Telaria in April 2020. The company provides global publishers with the technology and expertise to monetize their premium content and data across all screens and formats, including desktop, mobile, audio and CTV, in a transparent environment. In addition, the world’s leading agencies and brands trust Rubicon Project’s platform to access brand-safe, high-quality ad inventory and execute billions of advertising transactions each month. Rubicon Project is a publicly traded company (NASDAQ: RUBI) headquartered in Los Angeles, California with global offices across North America, EMEA, LATAM and APAC.

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