

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MAYFIELD XII A DELAWARE L P (Last) (First) (Middle) 2484 SAND HILL ROAD (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol RUBICON PROJECT, INC. [RUBI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/07/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/07/2014		C		3,892,372	A	(1)	3,989,372	D ⁽²⁾⁽³⁾⁽⁴⁾	
Common Stock	04/07/2014		C		60,191	A	(1)	61,691	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Associates Fund XII
Common Stock	04/07/2014		C		60,191	A	(1)	61,691	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Principals Fund XII

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	(1)	04/07/2014		C		6,583,323		(1)	(1)	Common Stock	3,291,662	\$0	0	D ⁽²⁾⁽³⁾⁽⁴⁾	
Series C Convertible Preferred Stock	(1)	04/07/2014		C		462,077		(1)	(1)	Common Stock	231,039	\$0	0	D ⁽²⁾⁽³⁾⁽⁴⁾	
Series D Convertible Preferred Stock	(1)	04/07/2014		C		739,342		(1)	(1)	Common Stock	369,671	\$0	0	D ⁽²⁾⁽³⁾⁽⁴⁾	
Series B Convertible Preferred Stock	(1)	04/07/2014		C		101,804		(1)	(1)	Common Stock	50,902	\$0	0	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Associates Fund XII
Series C Convertible Preferred Stock	(1)	04/07/2014		C		7,146		(1)	(1)	Common Stock	3,573	\$0	0	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Associates Fund XII
Series D Convertible Preferred Stock	(1)	04/07/2014		C		11,433		(1)	(1)	Common Stock	5,716	\$0	0	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Associates Fund XII
Series B Convertible Preferred Stock	(1)	04/07/2014		C		101,804		(1)	(1)	Common Stock	50,902	\$0	0	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Principals Fund XII

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Convertible Preferred Stock	(I)	04/07/2014		C			7,146	(I)	(I)	Common Stock	3,573	\$0	0	I ⁽²⁾⁽³⁾⁽⁴⁾	By Mayfield Principals Fund XII
Series D Convertible Preferred Stock	(I)	04/07/2014		C			11,433	(I)	(I)	Common Stock	5,716	\$0	0	D ⁽²⁾⁽³⁾⁽⁴⁾	

1. Name and Address of Reporting Person*

[MAYFIELD XII A DELAWARE L P](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Mayfield XII Management](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MAYFIELD ASSOCIATES FUND XII](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Mayfield Principals Fund XII](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Beck James T		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Chaddha Navin		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
VASAN ROBERT T		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

Explanation of Responses:

- The convertible preferred stock converted into common stock on a one-for-two basis upon the Issuer's initial public offering of common stock, and had no expiration date.
- Mayfield XII Management, L.L.C. ("MF XII Management") is the sole general partner of each of Mayfield XII, a Delaware Limited Partnership ("MF XII") and Mayfield Associates Fund XII, a Delaware Limited Partnership ("MF A XII"), and is the sole managing director of Mayfield Principals Fund XII, a Delaware Multiple Series LLC ("MF PF XII"), and in such capacity may be deemed to beneficially own the shares of common stock beneficially held by each of MF XII, MF A XII and MF PF XII. MF XII Management is managed by three managing directors, James T. Beck, Navin Chaddha and Robert T. Vasana, and all action by the managing directors relating to the voting or disposition of the shares of common stock beneficially held by each of MF XII, MF A XII and MF PF XII requires approval of a majority of the managing directors.
- Each of James T. Beck, Navin Chaddha, and Robert T. Vasana, as the managing directors of MF XII Management, may be deemed to share beneficial ownership of the shares that are beneficially owned by MF XII Management, but each disclaims such beneficial ownership, except to the extent of his pecuniary interest therein.
- The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of equity securities covered by this statement.

Remarks:

[James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C., the sole General Partner of Mayfield XII, a Delaware Limited Partnership](#) 04/08/2014

[James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C.](#) 04/08/2014

[James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C., the sole General Partner of Mayfield Associates Fund XII, a Delaware Limited Partnership](#) 04/08/2014

[James T. Beck, Authorized Signatory for Mayfield XII Management, L.L.C., the Managing Director of Mayfield Principals Fund XII, a Delaware Multiple Series LLC](#) 04/08/2014

James T. Beck 04/08/2014

James T. Beck, Attorney-In-Fact for Navin Chaddha 04/08/2014

James T. Beck, Attorney-In-Fact for Robert T. Vasan 04/08/2014

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.