
**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

December 7, 2015
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 (see General Instruction A.2. below):

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

Election of Director

Effective December 7, 2015, the Board of Directors (the “Board”) of The Rubicon Project, Inc. (the “Company”) appointed Lewis W. Coleman to serve as a Class III director of the Company. The Board also appointed Mr. Coleman to serve as a member of the Board’s Audit Committee and Compensation Committee. There are no arrangements or understandings between Mr. Coleman and any other persons pursuant to which he was selected as a director. There are also no family relationships between Mr. Coleman and any director or executive officer of the Company and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Coleman will participate in the current director compensation arrangements applicable to non-employee directors. Under the terms of those arrangements, Mr. Coleman will receive (i) cash compensation of \$30,000 per year for service on the Board, \$10,000 per year for service on the Audit Committee, and \$5,000 per year for service on the Compensation Committee; (ii) an initial equity award with a calculated value of \$450,000; and (iii) a pro-rata portion of the \$175,000 annual equity award for the period from his appointment to the Company’s 2016 annual meeting. Each equity award consists of stock options for a number of shares determined by dividing half of the calculated value of the award by the fair value of a single option on the grant date determined for financial accounting purposes, and restricted stock units covering a number of shares determined by dividing half of the calculated value of the award by the closing price of a share of our common stock on the grant date. Stock options are granted with a per share exercise price equal to the closing price of a share of our common stock on the issuance date. The issuance date of Mr. Coleman’s equity awards will be after the completion of the Company’s regularly scheduled quarterly blackout period under its Insider Trading Policy.

Initial equity awards vest, subject to continued board service, in three equal annual increments, on the first, second, and third anniversaries of the grant date or, if earlier, upon (but effective immediately prior to) the occurrence of a change in control of the company. Annual equity awards vest, subject to continued board service, on the first anniversary of the date of grant or, if earlier, upon (but effective immediately prior to) the occurrence of either (1) a change in control of the company or (2) the first regular annual meeting following the grant of such annual equity awards. In addition, if Mr. Coleman ceases board service for any reason other than removal for cause before vesting in full of equity awards, then the stock options and restricted stock units comprising his awards vest with respect to a pro-rata portion of the underlying shares (up to but not exceeding the number of unvested shares remaining subject to such awards) determined based upon the period of board service.

The Company has entered into its standard form of director indemnification agreement with Mr. Coleman.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release, dated December 8, 2015.

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: December 8, 2015

By: /s/ Jonathan Feldman

Jonathan Feldman

Deputy General Counsel and Assistant Secretary

Exhibit Index

Exhibit Number	Description
99.1	Press release, dated December 8, 2015.

Rubicon Project Appoints Lewis Coleman to Board of Directors

Former Vice Chairman and President of DreamWorks Animation Joins Rubicon Project as an Independent Director

LOS ANGELES – December 8, 2015 – Rubicon Project (NYSE: RUBI) today announced that effective December 7, 2015, the Board of Directors appointed Lewis W. Coleman to serve as a director of the Company. Mr. Coleman brings over five decades of relevant business and leadership experience to Rubicon Project's Board, having most recently served as Vice Chairman of DreamWorks Animation following nine years of executive-level positions within the company, including President and Chief Financial Officer.

"Lew's extensive background in consumer media and technology, and successful track record of expanding businesses into emerging markets, makes him a great addition to our Board of Directors," said Frank Addante, Chairman and CEO of Rubicon Project. "His expertise complements our existing Board, and helps position Rubicon Project to continue our mission to accelerate and fuel the growth of the Internet by automating the buying and selling of advertising."

Coleman commented, "I am pleased to have the opportunity to serve on the Board of such an innovative and forward-looking technology company, and I look forward to building upon the strong foundation Rubicon Project has established in the market as we create value for our industry and for Rubicon Project shareholders."

Prior to joining DreamWorks Animation in 2005, Mr. Coleman was the President of the Gordon and Betty Moore Foundation from its founding in November 2000 to December 2004. Prior to that, Mr. Coleman was a Senior Managing Director at Montgomery Securities and then President and COO of its successor, Banc of America Securities, where he also served as Chairman from 1998 to 2000. Before then, Mr. Coleman spent ten years at Bank of America where he served as Vice Chairman and Chief Financial Officer. He spent the previous 21 years at Wells Fargo Bank, where his positions included Chief Credit Officer and Chairman of the Credit Policy Committee, and at Bank of California.

Mr. Coleman also serves on the board of directors of Immune Design, a publicly traded clinical-stage immunotherapy company focused on oncology, as well as DCI, LLC, a private fund management company, and he is the Chairman of the board of eBond Advisors, a private financial technology company. Mr. Coleman's previous board experience includes Chiron Corporation, Regal Entertainment, Bank of America, DreamWorks Animation, and Northrup Grumman, where he was the non-executive Chairman. He received a B.A. in economics from Stanford University.

About Rubicon Project

Founded in 2007, Rubicon Project's mission is to keep the Internet free and open and fuel its growth by making it easy and safe to buy and sell advertising. Rubicon Project pioneered advertising automation technology to enable the world's leading brands, content creators and application developers to trade and protect trillions of advertising requests each month and to improve the advertising experiences of consumers. Rubicon Project is a publicly traded company (NYSE: RUBI) headquartered in Los Angeles, California.

Contact

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