

OMB APPROVAL	
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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* ADDANTE FRANK (Last) (First) (Middle) C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FLOOR (Street) LOS ANGELES CA 90094 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2014	
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			
Class A Common Stock	03/14/2014		A		431,669 ⁽¹⁾⁽²⁾	A	\$0.00 ⁽³⁾	2,859,374 ⁽²⁾	D	
Class A Common Stock	03/14/2014		A		100,000 ⁽⁴⁾	A	\$0.00 ⁽³⁾	2,959,374	D	
Class A Common Stock	04/07/2014		J ⁽⁵⁾		2,959,374	D	⁽⁵⁾	0	D	
Common Stock	04/07/2014		J ⁽⁵⁾		2,959,374	A	⁽⁵⁾	2,959,374	D	
Class A Common Stock	04/07/2014		J ⁽⁵⁾		1,250	D	⁽⁵⁾	0	I	By Spouse
Common Stock	04/07/2014		J ⁽⁵⁾		1,250	A	⁽⁵⁾	1,250	I	By Spouse

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents shares of restricted stock that vest as follows: (a) November 15, 2014: 269,793 shares; (b) May 15, 2015: 53,959 shares; (c) November 15, 2015: 53,959 shares; and (d) May 15, 2016: 53,958 shares.
- The number of securities reported has been adjusted to give effect to the 1-for-2 reverse stock split of The Rubicon Project, Inc.'s (the "Issuer") Class A Common Stock, which was effected on March 18, 2014.
- Granted as compensation for services.
- Represents shares of restricted stock that vest in semi-annual installments on November 15 and May 15 over a four-year period commencing on November 15, 2014.
- Pursuant to the Sixth Amended and Restated Certificate of Incorporation of the Issuer filed prior to the completion of the Issuer's initial public offering, each share of Class A Common Stock was reclassified and converted into one share of a single class of Common Stock on April 7, 2014. Such reclassification was exempt under Rule 16b-7 of the Securities Exchange Act of 1934, as amended.

Remarks:

Chief Executive Officer and Chief Product Architect.

/s/ Jonathan Feldman,
attorney-in-fact 04/11/2014

** 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.

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