

**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**

March 23, 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 | NYSE |

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 8.01. Other Events.

On March 23, 2020, The Rubicon Project, Inc., a Delaware corporation (“Rubicon Project”), issued a press release announcing that due to the rapidly evolving public health concerns relating to the novel coronavirus pandemic and the spread of COVID-19 and governmental actions related thereto, Rubicon Project intends to convene and then immediately adjourn, without conducting any business, its special meeting of stockholders scheduled to occur at 10:00 a.m. Pacific Time on March 30, 2020 to 10:05 a.m. Pacific Time on March 30, 2020 in a virtual meeting format only. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|-----------------------------|---|
| <u>99.1</u> | Press Release issued by The Rubicon Project, Inc., dated March 23, 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: March 23, 2020

By: /s/ Jonathan Feldman

Jonathan Feldman

Co-General Counsel and Secretary

Rubicon Project Announces Intent to Convene, Adjourn and Reconvene in Virtual Meeting Format its Special Meeting of Stockholders to Be Held on March 30, 2020 Due To COVID-19 Concerns

LOS ANGELES, March 23, 2020 – The Rubicon Project, Inc. (NYSE:RUBI), today announced that, due to the rapidly evolving public health concerns relating to the novel coronavirus pandemic and the spread of COVID-19 and governmental actions related thereto, including the Executive Department of the State of California's Executive Order N-33-20, dated March 19, 2020 ordering all individuals in the State of California to stay home and the County of Los Angeles Department of Public Health's Order of the Health Officer, dated March 19, 2020, ordering the immediate closure of non-essential businesses, to protect the health and well-being of its stockholders and employees, Rubicon Project intends to convene and then immediately adjourn, without conducting any business, its special meeting of stockholders scheduled to occur at 10:00 a.m. Pacific Time on March 30, 2020, to 10:05 a.m. Pacific Time on March 30, 2020 in a virtual meeting format only. The adjournment and reconvening of the special meeting in a virtual format is not expected to result in any delay of the closing of the merger with Telaria.

To be admitted to the virtual, reconvened special meeting, go to <https://web.lumiagm.com/266912180>. In order to gain access, you must click on “I have a login,” enter the control number found on your proxy card, voting instruction form or notice you previously received and enter the password “Rubicon2020” (the password is case sensitive). If your shares are held in “street name,” through a broker, bank or other nominee, to be admitted to the reconvened special meeting, you must obtain a legal proxy, executed in your favor, from the holder of record and submit proof of your legal proxy reflecting the number of shares of Rubicon Project common stock you held as of the record date, along with your name and email address, and a request for registration to American Stock Transfer & Trust Company, LLC: (1) by email to proxy@astfinancial.com; (2) by facsimile to 718-765-8730 or (3) by mail to American Stock Transfer & Trust Company, LLC, Attn: Proxy Tabulation Department, 6201 15 Avenue, Brooklyn, NY 11219. Requests for registration must be labeled as “Legal Proxy” and be received by American Stock Transfer & Trust Company, LLC no later than 5:00 p.m. Eastern time on March 26, 2020.

As described in the joint proxy statement/prospectus for the special meeting previously distributed, Rubicon Project’s stockholders are entitled to participate in and vote at the special meeting if they were a stockholder of record as of the close of business on February 11, 2020, which is the record date for the special meeting, or hold an appropriate legal proxy for the meeting provided by their broker, bank or other nominee. Whether or not a stockholder plans to attend the reconvened special meeting by virtual means, Rubicon Project urges its stockholders to vote and submit their proxy in advance of the special meeting by one of the methods described in the joint proxy statement/prospectus. The proxy card included with the joint proxy statement/prospectus previously distributed will not be updated to reflect the information provided above and may continue to be used to vote each stockholder’s shares in connection with the special meeting. A prospectus supplement will be filed today with additional information concerning the virtual format of the reconvened special meeting, which we urge stockholders to read in its entirety. If Rubicon Project stockholders have previously submitted a proxy using one of the methods described in the joint proxy statement/prospectus and proxy card, their vote will be counted and they do not need to submit a new proxy or vote at the reconvened special meeting, although Rubicon Project stockholders may change or revoke their vote by attending the reconvened special meeting and voting virtually or by one of the other methods described in the joint proxy statement/prospectus.

About Rubicon Project

Founded in 2007, Rubicon Project is one of the world’s largest advertising exchanges. The company helps websites and apps thrive by giving them tools and expertise to sell ads easily and safely. In addition, the world’s leading agencies and brands rely on Rubicon Project’s technology to execute billions of advertising transactions each month. Rubicon Project is an independent, publicly traded company (NYSE:RUBI) headquartered in Los Angeles, California.

Additional Information and Where to Find It

On February 13, 2020, Rubicon Project filed with the U.S. Securities and Exchange Commission (“SEC”) a registration statement on Form S-4, which includes a joint proxy statement/prospectus. The joint proxy statement/prospectus contains important information about the proposed transaction and related matters. **Investors and security holders of Rubicon Project and Telaria are urged to carefully read the entire joint proxy statement/prospectus (and any amendments thereto) and other filings made in connection therewith because such documents will contain important information about the proposed business combination.** Rubicon Project and Telaria commenced the mailing of the joint proxy statement/prospectus to stockholders of Rubicon Project and Telaria on or about February 13, 2020.

Investors and security holders will be able to obtain copies of the joint proxy statement/prospectus and other documents filed by Rubicon Project and Telaria, without charge, through the website maintained by the SEC at <http://www.sec.gov>. Copies of documents filed with the SEC by Rubicon Project will be made available free of charge on Rubicon Project’s website at <https://rubiconproject.com/> under the link “Investor” and then under the heading “Financials and Filings” and the subheading “SEC Filings.” Copies of documents filed with the SEC by Telaria will be made available free of charge on Telaria’s website at <https://telaria.com/> under the link “Investor Relations” and then under the heading “SEC Filings.”

Participants in the Solicitation

Rubicon Project and Telaria and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the holders of Rubicon Project common stock and Telaria common stock in respect of the proposed transaction. Information about Rubicon Project’s directors and executive officers is set forth in the proxy statement for Rubicon Project’s 2019 Annual Meeting of Stockholders, the joint proxy statement/prospectus and Rubicon Project’s Form 10-K for the year ended 2019, which were filed with the SEC on April 5, 2019, February 13, 2020 and February 27, 2020, respectively. Information about Telaria’s directors and executive officers is set forth in the proxy statement for Telaria’s 2019 Annual Meeting of Stockholders, the joint proxy statement/prospectus and Telaria’s Form 10-K for the year ended 2019, which were filed with the SEC on April 24, 2019, February 13, 2020 and March 16, 2020, respectively. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, through securities holdings or otherwise, is contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed merger when they become available. Investors should read the joint proxy statement/prospectus carefully before making any voting or investment decisions.

No Offer or Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.
