ZWEBEN MONTE

Form 4

September 06, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * **ZWEBEN MONTE**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Rocket Fuel Inc. [FUEL]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2000 SEAPORT BLVD., SUITE 400 09/06/2017

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

D

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

REDWOOD CITY, CA 94063

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (D) anv (Month/Day/Year) (Instr. 8)

(Zip)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price

Code V

Common 09/06/2017 D 27,718 D <u>(1)</u> 0

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of actionDerivative Securities (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 0.16	09/06/2017		D	125,870	(2)	03/04/2020	Common Stock	125,87
Employee Stock Option (right to buy)	\$ 29	09/06/2017		D	3,750	<u>(2)</u>	09/19/2023	Common Stock	3,750
Employee Stock Option (right to buy)	\$ 23.59	09/06/2017		D	6,000	<u>(2)</u>	06/09/2024	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 8.75	09/06/2017		D	42,211	<u>(2)</u>	04/28/2025	Common Stock	42,211
Employee Stock Option (right to buy)	\$ 5.11	09/06/2017		D	87,000	<u>(2)</u>	11/03/2025	Common Stock	87,000
Employee Stock Option (right to buy)	\$ 2.24	09/06/2017		D	223,533	(2)	06/14/2026	Common Stock	223,53
Employee Stock Option (right to buy)	\$ 2.68	09/06/2017		D	55,090	(2)	06/13/2027	Common Stock	55,090

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ZWEBEN MONTE 2000 SEAPORT BLVD., SUITE 400 X REDWOOD CITY, CA 94063

Signatures

/s/ Jeff Mitchell, as Attorney-in-Fact 09/06/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each outstanding share of the common stock of the Issuer was converted into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.
- Each outstanding option of the Issuer was either (1) cancelled and converted automatically into the right to receive \$2.60 per share in cash, (2) cancelled without any cash payment or other consideration, or (3) assumed and converted automatically into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.

Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger dated as of July 17, 2017 (t Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3