

RUBICON PROJECT, INC.  
Form 3  
April 01, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â NEWS CORP		(Month/Day/Year)	RUBICON PROJECT, INC. [RUBI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1211 AVENUE OF THE AMERICAS		04/01/2014	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
NEW YORK, Â NY Â 10036			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock <sup>(1)</sup> <sub>(2)</sub>	4,190,063	D	Â

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Class	Amount or Number of Shares		or Indirect (I) (Instr. 5)
Series D Convertible Preferred Stock	Â (3)	Â (3)	Class A Common Stock (2)	1,406,062 \$ (3)		D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWS CORP 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Â	Â X	Â	Â

## Signatures

/s/ Michael L. Bunder, Senior Vice President, Deputy General Counsel and Corporate Secretary

04/01/2014

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The Class B Common Stock will automatically convert into Class A Common Stock on a one-for-one basis immediately prior to the completion of the initial public offering of The Rubicon Project, Inc.'s (the "Issuer") Common Stock.  
Pursuant to the Sixth Amended and Restated Certificate of Incorporation (the "A&R Charter") of the Issuer to be filed immediately prior to the completion of the Issuer's initial public offering, effective upon the filing of the A&R Charter each share of Class A Common Stock (including each share of Class A Common Stock issued upon the conversion of shares of the Company's Series D Convertible Preferred Stock upon completion of the Issuer's initial public offering ), and each share of Class B Common Stock that is issued and outstanding and has not been converted into Class A Common Stock, will be automatically reclassified and converted into one share of a single class of Common Stock.
- (3) The Series D Convertible Preferred Stock will automatically convert into 1/2 of a share of Class A Common Stock upon completion of the Issuer's initial public offering of its Common Stock. The Convertible Preferred Stock has no expiration date.

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.