

Rocket Fuel Inc.
Form 4
February 05, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Frankel Richard A.

(Last) (First) (Middle)

350 MARINE
PARKWAY, MARINA PARK
CENTER

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rocket Fuel Inc. [FUEL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Co-Founder and President

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	02/05/2014		M			28,656 A \$ 6.58	1,985,323	D	
Common Stock	02/05/2014		S ⁽¹⁾			224,323 D \$ 58.255	1,761,000	D	
Common Stock	02/05/2014		S ⁽¹⁾			15,000 D \$ 58.255	135,000	I	See Footnote (2)
Common Stock	02/05/2014		S ⁽¹⁾			15,000 D \$ 58.255	135,000	I	See Footnote (3)

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- (3) Shares held by The Richard A. Frankel Grantor Retained Annuity Trust U/T/A May 20, 2013, for which the reporting person is a trustee.
- (4) Shares subject to an option that vests in equal monthly installments over four years beginning on March 25, 2012.

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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