

Rocket Fuel Inc.
Form SC 13G
April 29, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G-A
Under the Securities Exchange Act of 1934

(Amendment No. One)

ROCKET FUEL INC.
(Name of Issuer)
COMMON STOCK, \$0.001 PAR VALUE PER SHARE
(Title of Class of Securities)
773111 109
(CUSIP Number)
December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 Names of Reporting Persons: Richard A. Frankel
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization: United States

Number of Shares Owned Solely by Reporting Person: 2,570,534 shares

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Number of Shares Owned Beneficially by Reporting Person: 76,073 shares

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With:

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person: 2,646,607 shares
- Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)
- 11 Percent of Class Represented by Amount in Row (9): 5.97%
- 12 Type of Reporting Person (See Instructions): IN

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Item 1.

- (a) Name of Issuer: Rocket Fuel Inc.
- (b) Address of Issuer's Principal Executive Offices: 1900 Seaport Blvd.
Redwood City, CA 94063

Item 2.

- (a) Name of Person Filing: Richard A. Frankel
Address of Principal Business Office or, if none, Residence: 1900
Seaport Blvd
Redwood City, CA 94063
- (b) Seaport Blvd
Redwood City, CA 94063
- (c) Place of Organization or Citizenship: United States
- (d) Title of Class of Securities: Common Stock, \$0.001 par value per share
- (e) CUSIP Number: 773111 109

Item 3.

Not Applicable

Item
Ownership:

4. Amount beneficially owned
- (a) as of December 31, 2015:
2,646,607*
* Consists of (i) 1,723,742
shares held of record by Mr.
Frankel as co-Trustee of the
Martha M. Conway and
Richard A. Frankel TR UA
3/13/09 Conway Frankel
Family Trust; (ii) 76,073
shares held of record by Mr.
Frankel as Trustee of the
Richard A. Frankel Grantor
Retained Annuity Trust
U/T/A/ May 20, 2013, (iii)
76,073 shares held of record
by Martha Conway, Mr.
Frankel's wife, as Trustee of
the Martha M. Conway
Grantor Retained Annuity
Trust U/T/A May 20, 2013
(the "Conway Trust") and
(iv) 770,719 shares issuable
pursuant to outstanding
options exercisable within
60 days of December 31,
2015, of which 759,120
shares were fully vested as
of that date. By virtue of the
relationship described in this
footnote, Mr. Frankel may
be deemed to share voting

and dispositive power with respect to the shares held by the Conway Trust.

(b) Percent of class: 5.97%

The percentage is calculated based on 43,567,016 outstanding shares as of 12/31/15.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
2,570,534

(ii) Shared power to vote or to direct the vote: 76,073*

(iii) Sole power to dispose or to direct the disposition of:
2,570,534

Shared power to dispose or to direct the disposition of: 76,073*

* Mr. Frankel may be deemed to have shared power to vote, or direct the vote of, and shared power to (iv) dispose of, or direct the disposition of, shares held by the Conway Trust, due to his relationship with his spouse, Martha M. Conway, who is trustee.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

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Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 27, 2016

/s/ RICHARD A. FRANKEL
Richard A. Frankel