

Rocket Fuel Inc.
Form 4
June 20, 2016

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)
1900 SEAPORT BLVD
(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2016

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)

Executive Vice 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		

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

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	A
Employee Stock Option (right to buy)	\$ 6.58	06/10/2016	D	626,344			(1)	12/04/2022	Common Stock	6
Employee Stock Option (right to buy)	\$ 11.21	06/10/2016	D	98,250			(3)	03/07/2023	Common Stock	9
Employee Stock Option (right to buy)	\$ 51.16	06/10/2016	D	92,250			(5)	02/06/2024	Common Stock	9
Employee Stock Option (right to buy)	\$ 2.23	06/13/2016	A	360,796			(7)	06/13/2023	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frankel Richard A. 1900 SEAPORT BLVD REDWOOD CITY, CA 94063	X		Executive Vice President	

Signatures

/s/ Ken Scully, as attorney-in-fact for Richard A. Frankel

06/20/2016

**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) This option provided for the shares subject to the option to vest and become exercisable in equal monthly installments over four years beginning on March 25, 2012.
 - (2) On June 10, 2016, the Issuer canceled, pursuant to the Issuer's option exchange program, an option for 626,344 shares of Rocket Fuel common stock granted to the reporting person on December 4, 2012. In exchange, the reporting person received a replacement option, for

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313,172 shares, having an exercise price of \$2.23 per share.

- (3) This option provided for one-fourth of the shares subject to the option to vest and become exercisable on March 1, 2014 and one forty-eighth of the shares to vest and become exercisable monthly thereafter.

- (4) On June 10, 2016, the Issuer canceled, pursuant to the Issuer's option exchange program, an option for 98,250 shares of Rocket Fuel common stock granted to the reporting person on March 7, 2013. In exchange, the reporting person received a replacement option, for 24,562 shares, having an exercise price of \$2.23 per share.

- (5) This option provided for one-fourth of the shares subject to the option to vest and become exercisable on February 6, 2015 and one forty-eighth of the shares to vest and become exercisable monthly thereafter.

- (6) On June 10, 2016, the Issuer canceled, pursuant to the Issuer's option exchange program, an option for 92,250 shares of Rocket Fuel common stock granted to the reporting person on February 6, 2014. In exchange, the reporting person received a replacement option, for 23,062 shares, having an exercise price of \$2.23 per share.

- (7) Shares subject to an option that vest and become exercisable in equal monthly installments over three years beginning on June 13, 2016.

- (8) On June 10, 2016, the Issuer canceled, pursuant to the Issuer's option exchange program, three options totaling 816,844 shares with a weighted average exercise price of \$12.17 per share. In exchange, thereporting person received four replacement options, for a total of 360,796 shares, having an exercise price of \$2.23 per share.

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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