

Rocket Fuel Inc.  
Form 4  
February 08, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)

2000 SEAPORT BLVD, 4TH FLOOR

(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)  
01/06/2017

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |   |
| Common Stock                    | 01/06/2017                           |  | G <sup>(1)</sup>               | V 76,073 D \$ 0 0   |   | I  | See Footnote (2)                                      |
| Common Stock                    | 01/06/2017                           |  | G <sup>(3)</sup>               | V 76,073 D \$ 0 0   |   | I  | See Footnote (4)                                      |
| Common Stock                    | 01/06/2017                           |  | G <sup>(5)</sup>               | V 152,146 A \$ 0 1,795,888  |   | I  | See Footnote (6)                                      |

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

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.

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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 (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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Frankel Richard A.<br>2000 SEAPORT BLVD, 4TH FLOOR<br>REDWOOD CITY, CA 94063 |               |           | X       |       |

## Signatures

/s/ JoAnn Covington, as attorney-in-fact for Richard Frankel  
 Date: 02/08/2017

\_\_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) Shares transferred by the Martha M. Conway Grantor Retained Annuity Trust U/T/A May 20, 2013 to the Martha M. Conway & Richard A. Frankel TR US 03/13/2009 Conway-Frankel Family Trust.
- (2) Shares held in the name of Martha M. Conway Grantor Retained Annuity Trust U/T/A May 20, 2013. Ms. Conway is the wife of Mr. Frankel.
- (3) Shares transferred by the Richard A. Frankel Grantor Retained Annuity Trust U/T/A May 20, 2013 to the Martha M. Conway & Richard A. Frankel TR US 03/13/2009 Conway-Frankel Family Trust.
- (4) 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.
- (5) Shares transferred by the Martha M. Conway Grantor Retained Annuity Trust U/T/A May 20, 2013 and the Richard A. Frankel Grantor Retained Annuity Trust U/T/A May 20, 2013 to the Martha M. Conway & Richard A. Frankel TR US 03/13/2009 Conway-Frankel

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Family Trust.

- (6) Shares owned by the Martha M. Conway & Richard A. Frankel TR UA 03/13/2009 Conway-Frankel Family Trust, for which the reporting person is a trustee.

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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