

Rocket Fuel Inc.
Form 4
February 08, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired or Disposed of (Instr. 3, 4 and 5) (A) or (D)	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)
Common Stock	01/06/2017		G ⁽¹⁾	V 76,073 D \$ 0 0		I	See Footnote (2)
Common Stock	01/06/2017		G ⁽³⁾	V 76,073 D \$ 0 0		I	See Footnote (4)
Common Stock	01/06/2017		G ⁽⁵⁾	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.

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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.
2000 SEAPORT BLVD, 4TH FLOOR X
REDWOOD CITY, CA 94063

Signatures

/s/ JoAnn Covington, as attorney-in-fact for Richard
Frankel

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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