

# **ROCKET FUEL INC.**

Reported by  
**FEIBER JONATHAN D**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 09/06/17 for the Period Ending 09/06/17

Address	2000 SEAPORT BLVD, SUITE 400 REDWOOD CITY, CA, 94063
Telephone	650-595-1300
CIK	0001477200
Symbol	FUEL
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
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[ X ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Ninth MDV Partners, L.L.C.</b>  (Last) (First) (Middle)  <b>777 MARINERS ISLAND BLVD., SUITE 550</b>  (Street)  <b>SAN MATEO, CA 94404</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Rocket Fuel Inc. [ FUEL ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/6/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/6/2017		D		9295955	D	(1)	0	I	See footnote (2)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Each outstanding share of the common stock of the Issuer was converted into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.
- (2) Shares directly held by MDV IX, L.P. ("MDV IX"), as nominee for MDV IX and MDV ENF IX, L.P. Ninth MDV Partners, L.L.C. ("Ninth MDV") is the General Partner of MDV IX. William Ericson, a director of the Issuer, and Jonathan Feiber are Managing Members of Ninth MDV. Each of William Ericson, Jonathan Feiber, and Ninth MDV may be deemed to share voting and dispositive power over the shares held by MDV IX. Each disclaims beneficial ownership of these securities except to the extent of his or its respective pecuniary interest therein. William Ericson is filing a separate Form 4.

**Remarks:**

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger dated as of July 17, 2017 (the "Merger Agreement"), a copy of which is filed as Exhibit 2.1 to the Issuer's Form 8-K filed with the SEC on July 18, 2017, and by which the Issuer became a wholly-owned subsidiary (the "Merger") of Sizmek Inc. ("Parent").

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Ninth MDV Partners, L.L.C.</b> 777 MARINERS ISLAND BLVD., SUITE 550 SAN MATEO, CA 94404		X		
<b>FEIBER JONATHAN D</b> 777 MARINEERS ISLAND BLVD., SUITE 550 SAN MATEO, CA 94404		X		
<b>MDV IX LP</b> 77 MARINERS ISLAND BLVD., SUITE 550 SAN MATEO, CA 94404		X		

**Signatures**

**/s/ Ninth MDV Partners, L.L.C., By: Brett Teele, Authorized Signatory**

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\*\*Signature of Reporting Person

**9/6/2017**

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Date

**/s/ Jonathan Feiber**

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\*\*Signature of Reporting Person

**9/6/2017**

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Date

**/s/ MDV IX, L.P., By: Ninth MDV Partners, L.L.C., its General Partner By: Brett Teele, Authorized Signatory**

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\*\*Signature of Reporting Person

**9/6/2017**

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Date

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

\* 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).

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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