

# **ROCKET FUEL INC.**

Reported by  
**ZWEBEN MONTE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/15/17 for the Period Ending 06/13/17

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

# FORM 4

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

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 or Section 30(h) of the Investment Company Act of 1940

|                                                    |  |                                              |  |                                                                                                                                                 |  |
|----------------------------------------------------|--|----------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person *          |  | 2. Issuer Name and Ticker or Trading Symbol  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                         |  |
| ZWEBEN MONTE<br><br>(Last) (First) (Middle)        |  | Rocket Fuel Inc. [ FUEL ]                    |  | <input checked="" type="checkbox"/> Director _____ 10% Owner<br><input type="checkbox"/> Officer (give title below) _____ Other (specify below) |  |
| 2000 SEAPORT BLVD., SUITE 400<br><br>(Street)      |  | 3. Date of Earliest Transaction (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                     |  |
| REDWOOD CITY, CA 94063<br><br>(City) (State) (Zip) |  | 6/13/2017                                    |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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. 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) |                                                                                               |                                                          |                                                       |

### 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 |                                                                                   |                                            |                                                                                                    |                                                                                  |                                                        |
| Employee Stock Option (right to buy)     | \$2.68                                                 | 6/13/2017      |                                   | A                         |   | 5090                                                                                   |     |                                         | 6/13/2027       | Common Stock                                                                      | \$0                                        | 5090                                                                                               | D                                                                                |                                                        |

#### Explanation of Responses:

(1) One-hundred percent (100%) of the shares subject to the option vest on the earlier of (i) the first anniversary of the date of grant, and (ii) the day prior to the date of the Annual Meeting of Stockholders that immediately follows the Annual Meeting of Stockholders at which the option was granted, provided that the reporting person has remained in continuous service as a Director through the applicable date.

#### Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| ZWEBEN MONTE<br>2000 SEAPORT BLVD., SUITE 400<br>REDWOOD CITY, CA 94063 | X             |           |         |       |

#### Signatures

/s/ Jeannette Bjoernsen, as attorney-in-fact for Monte Zweben

6/15/2017

Signature of Reporting Person

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.

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.

LIMITED POWER OF ATTORNEY SECURITIES LAW COMPLIANCE

SEC EDGAR FORM ID  
FORM 3  
FORM 4  
FORM 5

The undersigned, Monte Zweben, hereby constitutes and appoints Jennifer Trzepacz, Jeff Mitchell and Jeannette Bjoernsen, of Rocket Fuel Inc., and each of them, the true and lawful attorney-in-fact and agent of the undersigned to complete, execute and file Form ID and Form ID Application Acknowledgement, Form 3s, Form 4s, and Form 5s on the Electronic Data Gathering, Analysis, and Retrieval system ("EDGAR") of the U.S. Securities and Exchange Commission ("SEC"), or such other forms and/or procedures as prescribed by the SEC in order for the foregoing attorneys-in-fact to aid the undersigned in complying with federal securities laws and regulations.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by an authorized representative of Monte Zweben in a writing delivered to any one of the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed as of the date set forth below.

MONTE ZWEBEN

/s/ Monte Zweben  
Signature

June 12, 2017  
Date