

ROCKET FUEL INC.

Reported by
PITTINGER RICHARD

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
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Advertising & Marketing
Sector	Consumer Cyclical
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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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

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)	
PITTENGER RICHARD		Rocket Fuel Inc. [FUEL]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Engineering	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
2000 SEAPORT BLVD., SUITE 400		9/6/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
REDWOOD CITY, CA 94063				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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		6000 (1) (2)	D	(3)	0	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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$2.70	9/6/2017		D		325000		(4)	9/19/2026	Common Stock	325000	\$0.00	0	D	
Employee Stock Option (right to buy)	\$2.31	9/6/2017		D		62500		(4)	2/7/2027	Common Stock	62500	\$0.00	0	D	

Explanation of Responses:

- (1) Includes 3,000 shares acquired under the Rocket Fuel Inc. 2013 Employee Stock Purchase Plan on 5/31/2017.
- (2) Includes 3,000 shares acquired under the Rocket Fuel Inc. 2013 Employee Stock Purchase Plan on 8/21/2017.
- (3) 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.
- (4) Each outstanding option of the Issuer was either (1) cancelled and converted automatically into the right to receive \$2.60 per share in cash, (2) cancelled without any cash payment or other consideration, or (3) assumed and converted automatically into the right to receive \$2.60 per share in cash, as described in the Merger Agreement.

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
PITTENGER RICHARD 2000 SEAPORT BLVD., SUITE 400 REDWOOD CITY, CA 94063			SVP, Engineering	

Signatures

/s/ Ken Scully, as Attorney-in-Fact

9/6/2017

—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.

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