

Wootton Emmett Randolph III

Form 4

September 06, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wootton Emmett Randolph III

(Last) (First) (Middle)

2000 SEAPORT BLVD., SUITE 400

(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)

09/06/2017

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)

Chief Executive Officer

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)
Common Stock	09/06/2017		D	Amount 273,371 (1) (2)	(A) or (D) Price (3) (4) 0	D	

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.**

SEC 1474  
(9-02)

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (right to buy)	\$ 9.68	09/06/2017		D	15,000	<u>(5)</u> 03/25/2025	Common Stock 15,000
Employee Stock Option (right to buy)	\$ 8.75	09/06/2017		D	37,500	<u>(5)</u> 04/28/2025	Common Stock 37,500
Employee Stock Option (right to buy)	\$ 3.49	09/06/2017		D	500,000	<u>(5)</u> 01/01/2026	Common Stock 500,000
Employee Stock Option (right to buy)	\$ 3.49	09/06/2017		D	234,563	<u>(5)</u> 03/10/2026	Common Stock 234,563
Employee Stock Option (right to buy)	\$ 2.31	09/06/2017		D	230,000	<u>(5)</u> 02/07/2027	Common Stock 230,000
Performance Stock Units	<u>(6)</u>	09/06/2017		D	230,000	<u>(6)</u> 02/07/2020	Common Stock 230,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wootton Emmett Randolph III 2000 SEAPORT BLVD., SUITE 400 REDWOOD CITY, CA 94063	X Chief Executive Officer

## Signatures

/s/ Jeff Mitchell, as  
Attorney-in-Fact

09/06/2017

\_\_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) 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.

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- (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) Certain of these securities were restricted stock units ("RSUs") that represented the Reporting Person's right to receive common stock shares of the Issuer. The RSUs were 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.

- (5) 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.

- (6) These performance stock units ("PSUs") represented the Reporting Person's right to receive shares of common stock of the Issuer upon the satisfaction or attainment of certain performance milestones. The PSUs were (1) cancelled and converted automatically into the right to receive \$2.60 per share in cash with respect to 115,000 shares, and (2) cancelled without any cash payment or other consideration for the remainder, 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 (t

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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