

Rocket Fuel Inc.  
Form S-1/A  
September 09, 2013

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As filed with the Securities and Exchange Commission on September 9, 2013.

Registration No. 333-190695

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**AMENDMENT NO. 2  
TO  
FORM S-1**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**ROCKET FUEL INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7370**  
(Primary Standard Industrial  
Classification Code Number)  
**350 Marine Parkway**  
**Marina Park Center**  
**Redwood City, CA 94065**  
**(650) 595-1300**

**30-0472319**  
(I.R.S. Employer  
Identification Number)

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

---

**George H. John**  
**Chief Executive Officer**  
**Rocket Fuel Inc.**  
**350 Marine Parkway**  
**Marina Park Center**  
**Redwood City, CA 94065**  
**(650) 595-1300**

(Name, address, including zip code and telephone number, including area code, of agent for service)

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*Copies to:*

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer      
 Non-accelerated filer      
 Accelerated filer      
 Smaller reporting company   
 (Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	4,600,000	\$27.00	\$124,200,000	\$16,941(3)

(1) Estimated pursuant to Rule 457(a) under the Securities Act of 1933, as amended. Includes an additional 600,000 shares that the underwriters have the option to purchase to cover over-allotments, if any.

(2) Estimated solely for the purpose of calculating the registration fee.

(3) The Registrant previously paid \$13,640 of this amount in connection with the initial filing of this Registration Statement.

**The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**



The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**PRELIMINARY PROSPECTUS**

**Subject to Completion, Dated September 9, 2013**

**4,000,000 Shares**

**Rocket Fuel Inc.**

**Common Stock**

This is the initial public offering of the common stock of Rocket Fuel Inc. We are selling 4,000,000 shares of common stock.

Prior to this offering, there has been no public market for our common stock. The initial public offering price is expected to be between \$24.00 and \$27.00 per share. We have applied to list our common stock on The NASDAQ Global Market under the symbol "FUEL".

The Private Equity Group of J.P. Morgan Investment Management Inc., on behalf of an advised client account, has indicated an interest in purchasing in this offering, at the initial public offering price, up to that number of shares of our common stock having an aggregate value of \$20 million. Any purchases The Private Equity Group of J.P. Morgan Investment Management Inc. makes on behalf of the advised client account will reduce the number of shares available to the general public. Any shares not so purchased will be offered by the underwriters to the general public on the same basis as other shares offered in this offering.

The underwriters have the option to purchase up to 600,000 additional shares from the selling stockholders identified in this prospectus at the initial price to the public less the underwriting discounts and commissions. We will not receive any of the proceeds from the sale of shares by the selling stockholders.

**We are an "emerging growth company" as that term is defined in the Jumpstart Our Business Startups Act of 2012 and, as such, have elected to comply with certain reduced public company reporting requirements under the federal securities laws. Investing in our common stock involves risks. See "Risk Factors" beginning on page 13.**

	<b>Price to Public</b>	<b>Underwriting Discounts and Commissions<sup>(1)</sup></b>	<b>Proceeds to Rocket Fuel</b>
Per Share	\$	\$	\$
Total	\$	\$	\$

(1) We have agreed to reimburse the underwriters for certain expenses. See "Underwriting."

Delivery of the shares of common stock is expected to be made on or about \_\_\_\_\_, 2013.

Neither the Securities and Exchange Commission nor any other regulatory body have approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

**Credit Suisse**

**Citigroup**

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**Needham & Company**

**Oppenheimer & Co.**

**Piper Jaffray**

**BMO Capital Markets**

**LUMA Securities**

The date of this prospectus is \_\_\_\_\_, 2013.

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Neither we, the selling stockholders nor the underwriters have authorized anyone to provide any information or make any representations other than those contained in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. Neither we, the selling stockholders nor the underwriters take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We and the selling stockholders are offering to sell, and seeking offers to buy, shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the common stock.

Through and including \_\_\_\_\_, 2013 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

For investors outside of the United States: Neither we, the selling stockholders nor the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons outside the United States are required to inform themselves about, and to observe any restrictions relating to, this offering and the distribution of this prospectus outside of the United States.

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**PROSPECTUS SUMMARY**

*The following summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information you should consider before investing in our common stock. You should carefully read this prospectus in its entirety before investing in our common stock, including the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included elsewhere in this prospectus.*

**Overview**

Rocket Fuel is a technology company that has developed an Artificial Intelligence and Big Data-driven predictive modeling and automated decision-making platform. Our technology is designed to address the needs of markets in which the volume and speed of information render real-time human analysis infeasible. We are focused on the large and growing digital advertising market that faces these challenges.

There are tens of billions of daily trades across all digital advertising exchanges, thousands of times more than the number of daily trades executed by NASDAQ and the NYSE combined. Our Artificial Intelligence, or AI, system autonomously purchases ad spots, or impressions, one at a time, on these exchanges to create portfolios of impressions designed to optimize the goals of our advertisers, such as increased sales, heightened brand awareness and decreased cost per customer acquisition. We believe that our customers value our solution, as our revenue retention rate was 134%, 175% and 180% for the years ended December 31, 2011 and 2012 and the twelve months ended June 30, 2013, respectively. We define our "revenue retention rate" with respect to a given twelve-month period as (i) revenue recognized during such period from customers that contributed to revenue recognized in the prior twelve-month period divided by (ii) total revenue recognized in such prior twelve-month period.

Our solution is designed to optimize both direct-response campaigns focused on generating specific consumer purchases or responses, as well as brand campaigns geared towards lifting brand metrics. We have successfully run advertising campaigns for products and brands ranging from consumer products to luxury automobiles to travel. We provide a differentiated solution that is simple, powerful, scalable and extensible across geographies, industry verticals and the display, mobile, social and video digital advertising channels. According to MAGNA GLOBAL, the display, mobile, social and video channels for digital advertising are expected to grow from \$42 billion in 2012 to \$73 billion in 2016 globally.

Increasingly, companies are attempting to leverage Big Data and data scientists to make strategic and tactical decisions. At Rocket Fuel, rather than focusing on data analysis by humans, we have built tools to perform analysis and make decisions autonomously. The benefit of a general platform that autonomously adapts and learns while solving multiple problems instead of solving one specific problem at a time is that, with very little manual configuration, our platform simultaneously runs over 1,000 campaigns for advertisers with highly diverse goals.

Our team of award-winning computer scientists developed and continues to enhance our disruptive technology. Our scientists have backgrounds in AI, Big Data, machine learning and high-availability and distributed systems from institutions including Massachusetts Institute of Technology, Stanford University, Indian Institute of Technology and Carnegie Mellon University. Benefiting from our unique combination of technology and industry expertise, we have rapidly grown our business, building a diversified customer base during 2012 comprising over 65 of the Advertising Age 100 Leading National Advertisers and over 40 of the Fortune 100 companies.

As our customers realize the performance of their campaigns on our platform, we often receive feedback that we are a top performer, and consequently, we often receive increased allocations that contribute to our revenue growth. For the years ended December 31, 2010, 2011 and 2012, our revenue

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was \$16.5 million, \$44.7 million and \$106.6 million, respectively, representing a compound annual growth rate, or CAGR, of 154%. For the six months ended June 30, 2012 and 2013, our revenue was \$39.6 million and \$92.6 million, respectively, representing period-over-period growth of 134%. For the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013, our net loss was \$(3.2) million, \$(4.3) million, \$(10.3) million, \$(2.5) million and \$(11.9) million, respectively. For the years ended December 31, 2010, 2011 and 2012 and for the six months ended June 30, 2012 and 2013, our adjusted EBITDA was \$(2.9) million, \$(3.1) million, \$(3.0) million, \$(1.2) million and \$(4.3) million, respectively. Adjusted EBITDA is a financial measure not presented in accordance with generally accepted accounting principles, or GAAP. For a definition of adjusted EBITDA, an explanation of our management's use of this measure and a reconciliation of adjusted EBITDA to our net loss, see "Selected Consolidated Financial Data Non-GAAP Financial Measures."

**Our Industry**

The convergence of several trends is generating demand for technology-driven solutions:

*AI is increasingly becoming an accepted and important technology used to solve complex problems.*

Over the last decade, AI has gained prominence in several fields, including aeronautics, securities trading, logistics, space exploration and medical diagnosis, as well as through seminal technology events, such as IBM's Watson winning Jeopardy, NASA's Curiosity landing itself on the surface of Mars and Google's self-driving cars operating on highways. AI-driven systems can rapidly process enormous amounts of data and execute transactions on a large scale, enabling decision-making capabilities that generally are not otherwise feasible or economical. The cost of computational power is rapidly decreasing, making AI solutions more practical for mainstream business applications. We believe this trend has created a significant opportunity to harness the power of AI to make complex business decisions autonomously.

*The proliferation of data is creating new opportunities to optimize business processes.*

The continuing increase in global online activity generates massive amounts of data that can be collected and analyzed to provide valuable insights for business processes, especially given the dramatic drop in computation and storage costs. According to the IDC Digital Universe Study, the global volume of digital information created, replicated and consumed is expected to grow from 2.8 zettabytes in 2012 to 40 zettabytes in 2020, which implies a doubling of data every two years, with 68% of all digital data created and consumed by consumers in 2012.

*The Internet is transforming consumer habits, media consumption and advertising spending allocations.*

The Internet has become a primary channel for content creation, consumption, social engagement and commerce. Adults in the United States spend more time online and on mobile devices for non-voice activities than ever before. With the rapid growth of online activity and the proliferation of Internet-connected devices, advertisers are increasingly using the Internet to reach, influence and creatively engage consumers. As a result, digital advertising spending as a percentage of overall advertising spending has increased substantially in recent years.

*Digital advertising is shifting to market-driven, real-time bidding systems.*

Real-time advertising exchanges are emerging and growing rapidly, and have reduced the transactional friction that historically was associated with the buying and selling of digital advertising inventory. Real-time bidding, or RTB, is the real-time purchase and sale of advertising inventory on an impression-by-impression basis on advertising exchanges. RTB is expanding faster than any other segment of the digital advertising industry as a result of a number of trends, including the emergence

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of programmatic buying, which enables the automated purchasing of advertising inventory; the creation of an abundance of digital advertising inventory, which has grown substantially as consumers and content have continued to migrate online; increased use of real-time advertising exchanges by publishers; and recognition by advertisers that using real-time advertising exchanges is an effective way to achieve their campaign goals. Adding to these trends is the virtuous cycle that has been created as publishers increase inventory supply, enabling better advertising results, which then increases demand for additional advertising inventory, leading to increased incentives for publishers to make additional inventory available through real-time advertising exchanges.

**Our Market Opportunity**

According to MAGNA GLOBAL, display, mobile, social and video channels for digital advertising are forecast to grow from \$42 billion in 2012 to \$73 billion in 2016 globally, a 14% CAGR, broken into the following segments:

*Display.* According to MAGNA GLOBAL, display advertising, excluding mobile, social and video, was a \$24 billion market in 2012 and is forecast to grow to \$29 billion in 2016, a 5% CAGR. Growth in display advertising, excluding mobile, social and video, is slower than in other channels as overall display advertising growth is being driven by mobile, social and video advertising.

*Mobile.* According to MAGNA GLOBAL, mobile advertising, including mobile search and display, but excluding social, was a \$7 billion market in 2012 and is forecast to grow to \$14 billion in 2016, an 18% CAGR. We currently are focused only on the display portion of the mobile market.

*Social.* According to MAGNA GLOBAL, social advertising, across all platforms, was a \$6 billion market in 2012 and is forecast to grow to \$18 billion in 2016, a 32% CAGR.

*Video.* According to MAGNA GLOBAL, online video advertising was a \$5 billion market in 2012 and is forecast to grow to \$12 billion in 2016, a 22% CAGR.

Digital advertising across these channels is bought and sold using various methods, including RTB exchanges, which, according to IDC, is expanding faster than any other segment of the digital advertising industry.

According to MAGNA GLOBAL, advertising revenue reached \$472 billion in 2012 globally. We believe that advertisers will continue to shift advertising spending from traditional media to programmatic buying.

**Challenges Faced by Digital Advertisers**

Advertisers that want to conduct digital advertising campaigns face several challenges, including:

*Achieving measurable results.* Increasingly, advertisers seek to measure the results of their campaigns and expect tangible and quantifiable business results, such as heightened brand awareness and increased sales.

*Addressing the rapidly changing and highly-fragmented consumer environment.* Consumers' digital-media habits are evolving, with consumers accessing and consuming content across many different Internet-connected devices, resulting in highly-fragmented audiences. As a result, advertisers are demanding the ability to adjust their advertising spending in real time to reach and influence their prospective consumers.

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*Navigating industry complexity.* The rapid growth of the digital advertising industry has created a highly complex environment for advertisers, with multiple channels, technologies and solutions offered by industry participants.

*Leveraging complex data.* Many large advertisers have already made significant investments in data and are struggling with the challenge of how to most effectively make use of the sheer volume of data available to them to gain valuable timely insights.

*Operating in real time.* The massive volume and real-time creation of data generally precludes effective human review, analysis, optimization and implementation of advertising campaigns, making it difficult and time consuming for existing providers of digital advertising solutions to make strategic adjustments in their campaigns.

**Our Solution**

Driven by our disruptive AI technology, our real-time optimization engine delivers digital advertising campaigns that are effective and efficient, and are easy for us to set up and manage. We apply our AI-driven proprietary predictive modeling and automated decision-making technology, together with Big Data and our computational infrastructure, to create a new class of technology specifically designed for powerful programmatic buying on real-time advertising exchanges. The key benefits of our solution for advertisers include:

*Better results faster.* Our technology considers millions of attributes to determine how to respond to the tens of billions of bid requests for advertising impressions that we receive each day. We bid on billions of these impressions per day, in approximately 100 milliseconds per bid request. As our engine learns which attributes best contribute to meeting campaign goals, it adapts as campaigns run to improve performance measured against these goals. This enables us to deliver more rapid optimization and better campaign results than the periodic manual adjustments of traditional solutions.

*Business goal oriented.* Our solution transforms the way campaigns are optimized, learning and adapting in real time, which we refer to as "Advertising that Learns," to achieve advertisers' measurable business goals, such as reduced cost per customer acquisition, increased sales and heightened brand awareness.

*Comprehensive solution.* Our solution delivers and optimizes both direct-response campaigns focused on generating specific consumer purchases or responses, as well as brand campaigns geared towards lifting brand metrics. Our solution delivers campaigns across the display, mobile, social and video digital advertising channels and is extensible across a wide range of industry verticals on a global basis.

*Simple and powerful.* We simplify digital advertising campaign management by requiring only a limited number of initial inputs from our advertisers. Our solution then automates advertising campaigns by analyzing petabytes of data to optimize performance in real time and generates insights, analysis and, in many cases, superior results for advertisers.

*Scalable.* Leveraging the massive amounts of inventory available through real-time advertising exchanges, our solution enables advertisers to efficiently connect with large audiences while it maintains a focus on results-driven optimization.

**Our Competitive Strengths**

We believe that the following strengths differentiate us from our competitors:

*Disruptive AI-driven technology that delivers exceptional results for advertisers.* Our AI-driven advertising solution learns and adapts in real time with minimal human inputs.



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*Proprietary computational infrastructure.* We process and analyze massive amounts of data through our real-time optimization engine. Our computational infrastructure is capable of processing tens of billions of events per day, which allows us to automatically execute and optimize highly complex advertising campaigns and deliver compelling results for our advertisers.

*Scalable comprehensive solution.* Our solution enables us to run direct-responses or brand campaigns for advertisers across and within the display, mobile, social and video digital advertising channels. We provide offerings that are extensible across industry verticals and geographies.

*Premier and diversified customer base.* As of June 30, 2013, we had 784 active customers, including many of the world's leading advertisers across a broad range of industry verticals.

*Attractive and scalable financial model.* We believe that we benefit from a scalable financial model that has demonstrated high revenue growth. We have reached significant scale since our incorporation in March 2008. Our revenue was \$106.6 million in 2012, representing year-over-year growth of 139%. Our net loss was \$(10.3) million in 2012 and \$(11.9) million for the six months ended June 30, 2013. We recorded cumulative adjusted EBITDA of \$(13.3) million from 2010 through June 30, 2013. We have made significant investments in technology and sales and marketing, and we believe that these investments will provide us with long-term benefits. Our revenue retention rate was 134% and 175% for the years ended December 31, 2011 and 2012, respectively. Adjusted EBITDA is a non-GAAP financial measure. For a definition of adjusted EBITDA, an explanation of our management's use of this measure and a reconciliation of adjusted EBITDA to our net loss, see "Selected Consolidated Financial Data Non-GAAP Financial Measures."

*Experienced team.* We believe that the extensive experience and depth of our management team provides us with a distinct competitive advantage. In addition, we benefit from our corporate culture, which we believe has allowed us to attract a highly qualified employee base with substantial experience in the digital advertising and technology industries, including employees holding PhDs and Masters degrees from many top-tier institutions, as well as two winners of the Special Interest Group of Management and Data, or SIGMOD, best paper award and one author of a machine learning top 10 most cited academic publication.

**Our Growth Strategies**

We plan to continue improving our AI-driven platform to deliver a highly differentiated and disruptive solution. Our key growth strategies include:

*Extending our technology leadership.* We expect to continue enhancing our solution through investments in our AI technology, new functionalities and offerings, including a self-service platform, our computational infrastructure and Big Data management and analytics.

*Growing awareness and increasing advertiser adoption of our solution.* We intend to continue to grow our sales and marketing organization to generate awareness and increase the adoption of our solution among existing and new advertisers.

*Increasing our mobile, social and video market penetration.* We intend to continue investing in our engineering and sales and marketing organizations to expand our capabilities in mobile, social and video advertising to efficiently expand our advertiser base, gain market penetration and grow revenue from these channels.

*Continuing our global expansion.* We currently operate in seven countries, and we intend to continue to expand our international business primarily by growing our sales team in certain countries in which we currently operate and establishing a presence in additional countries.





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*Pursuing strategic acquisitions.* We intend to evaluate opportunities to acquire complementary businesses and technologies that are consistent with our overall growth strategy.

**Key Operating and Financial Performance Metrics**

The following table sets forth our key operating and financial performance metrics for the years ended December 31, 2011 and 2012 and the six months ended June 30, 2012 and 2013, respectively:

	Years Ended December 31,		Six Months Ended June 30,	
	2011	2012	2012	2013
	(in thousands, except number of active customers)			
Revenue	\$ 44,652	\$ 106,589	\$ 39,592	\$ 92,581
Revenue less media costs (non-GAAP)*	\$ 22,003	\$ 55,920	\$ 21,427	\$ 51,292
Adjusted EBITDA (non-GAAP)*	\$ (3,125)	\$ (2,981)	\$ (1,179)	\$ (4,284)
Number of active customers	266	536	341	784

*Revenue less media costs.* We believe that revenue less media costs is a meaningful measure of operating performance because it is frequently used for internal management purposes, indicates the performance of our solution in balancing the goals of delivering exceptional results to advertisers while meeting our margin objectives and facilitates a more complete period-to-period understanding of factors and trends affecting our underlying revenue performance.

*Adjusted EBITDA.* We believe adjusted EBITDA provides useful information to understand and evaluate our operating results.

*Number of active customers.* We believe that our ability to increase the number of active customers using our solution is an important indicator of our ability to grow our business, although we expect this number to fluctuate based on the seasonality in our business and other factors.

\*

For a reconciliation of these Non-GAAP financial measures, see "Selected Consolidated Financial Data Non-GAAP Financial Measures."

**Risks Affecting Us**

Our business is subject to numerous risks, which are highlighted in the section entitled "Risk Factors" immediately following this prospectus summary. Some of these risks include:

our limited operating history makes it difficult to evaluate our business and prospects and may increase the risks associated with your investment;

we have a history of losses and may not achieve or sustain profitability in the future;

if we are unable to attract new advertisers or sell additional offerings to our existing advertisers, our revenue growth will be adversely affected;

if we do not manage our growth effectively, the quality of our solution may suffer, and our operating results may be negatively affected;

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we may experience fluctuations in our operating results, which make our future results difficult to predict and could cause our operating results to fall below analysts' and investors' expectations;

if we fail to make the right investment decisions in our offerings and technology platform, we may not attract and retain advertisers and advertising agencies and our revenue and results of operations may decline;

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if the use of "third party cookies" is rejected by Internet users, restricted or otherwise subject to unfavorable regulation, our performance may decline and we may lose advertisers and revenue;

potential "Do Not Track" standards or government regulation could negatively impact our business by limiting our access to the anonymous user data that informs the advertising campaigns we run, and as a result may degrade our performance for our customers;

legislation and regulation of online businesses, including privacy and data protection regimes, could create unexpected costs, subject us to enforcement actions for compliance failures, or cause us to change our technology platform or business model which may have a material adverse effect on our business; and

we may not be able to compete successfully against current and future competitors because competition in our industry is intense, and our competitors may offer solutions that are perceived by our customers to be more attractive than ours, which may result in declining revenue, or inability to grow our business.

### **Corporate Information**

We were incorporated in Delaware in 2008. Our principal executive offices are located at 350 Marine Parkway, Marina Park Center, Redwood City, CA 94065. Our telephone number is (650) 595-1300.

Our website address is [www.rocketfuel.com](http://www.rocketfuel.com). The information contained on, or that can be accessed through, our website is not a part of this prospectus.

Unless otherwise indicated, the terms "Rocket Fuel," "we," "us" and "our" refer to Rocket Fuel Inc., a Delaware corporation.

"Rocket Fuel" is our registered trademark in the United States and the European Union, and the Rocket Fuel logo, "Advertising that Learns," and all of our solution names are our trademarks. This prospectus contains additional trade names, trademarks and service marks of ours and of other companies. We do not intend our use or display of other companies' trade names, trademarks, or service marks to imply a relationship with these other companies, or endorsement or sponsorship of us by these other companies. Other trademarks appearing in this prospectus are the property of their respective holders.

### **Emerging Growth Company**

The Jumpstart Our Business Startups Act, or the JOBS Act, was enacted in April 2012 with the intention of encouraging capital formation in the United States and reducing the regulatory burden on newly public companies that qualify as "emerging growth companies." We are an emerging growth company within the meaning of the JOBS Act. As an emerging growth company, we may take advantage of certain exemptions from various public reporting requirements, including the requirement that our internal control over financial reporting be audited by our independent registered public accounting firm pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, certain requirements related to the disclosure of executive compensation in this prospectus and in our periodic reports and proxy statements, and the requirement that we hold a nonbinding advisory vote on executive compensation and any golden parachute payments. We may take advantage of these exemptions until we are no longer an emerging growth company.

We will remain an emerging growth company until the earliest to occur of (i) the last day of the fiscal year in which we have \$1.0 billion or more in annual revenue; (ii) the date we qualify as a "large accelerated filer," with at least \$700 million of equity securities held by non-affiliates; (iii) the date on which we have issued, in any three-year period, more than \$1.0 billion in non-convertible debt securities; or (iv) the last day of the fiscal year ending after the fifth anniversary of our initial public offering.

For certain risks related to our status as an emerging growth company, see the disclosure elsewhere in this prospectus under "Risk Factors Risks Related to this Offering, the Securities Markets and Ownership of Our Common Stock We are an 'emerging growth company,' and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors."



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**THE OFFERING**

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of our common stock, see "Description of Capital Stock Common Stock."

Common stock offered by us	4,000,000 shares
Over-allotment option being offered by the selling stockholders	600,000 shares
Common stock to be outstanding after this offering	32,493,777 shares
Use of proceeds	We intend to use the net proceeds we receive from this offering for general corporate purposes, including working capital, sales and marketing activities, product development, general and administrative matters and capital expenditures. We also may use a portion of the net proceeds from this offering to repay outstanding indebtedness, or to acquire or invest in technologies, solutions or businesses that complement our business, although we have no present commitments to complete any such transactions at this time. See "Use of Proceeds."
Voting rights	Following this offering, our directors, executive officers and each of our stockholders who own greater than 5% of our outstanding common stock will beneficially own approximately 75% of the outstanding shares of common stock after this offering and will be able to influence or control matters requiring approval of our stockholders. See "Principal and Selling Stockholders."
Risk factors	See "Risk Factors" and other information included in this prospectus for a discussion of some of the factors you should consider before deciding to purchase shares of our common stock.
Directed share program	The Private Equity Group of J.P. Morgan Investment Management Inc., on behalf of an advised client account, has indicated an interest in purchasing in this offering, at the initial public offering price, up to that number of shares of our common stock having an aggregate value of \$20 million. Any purchases The Private Equity Group of J.P. Morgan Investment Management Inc. makes on behalf of the advised client account will reduce the number of shares available to the general public. Any shares not so purchased will be offered by the underwriters to the general public on the same basis as other shares offered in this offering.
Proposed NASDAQ symbol	FUEL

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The number of shares of our common stock to be outstanding after this offering is based on 28,493,777 shares of our common stock outstanding as of June 30, 2013, and excludes:

7,607,735 shares of common stock issuable upon the exercise of options outstanding as of June 30, 2013 pursuant to our 2008 Equity Incentive Plan, or 2008 Plan, with a weighted-average exercise price of \$6.06 per share;

155,000 shares of common stock issuable upon the exercise of options granted after June 30, 2013 pursuant to our 2008 Plan, with a weighted-average exercise price of \$20.05 per share;

40,150 shares of common stock issuable upon the vesting of restricted stock units granted after June 30, 2013 pursuant to our 2008 Plan;

104,997 shares of common stock issuable upon the exercise of a convertible preferred stock warrant outstanding as of June 30, 2013, with an exercise price of \$0.9286 per share; and

7,009,437 shares of common stock reserved for future grants under our stock-based compensation plans, consisting of

1,009,437 shares of common stock as of June 30, 2013 reserved for future grants under our 2008 Plan, which shares will be added to the shares to be reserved under our 2013 Equity Incentive Plan, or 2013 Plan, which will become effective upon the completion of this offering;

5,000,000 shares of common stock reserved for future grants under our 2013 Plan;

1,000,000 shares of common stock reserved for future issuance under our 2013 Employee Stock Purchase Plan, or ESPP, which will become effective upon the completion of this offering; and

any shares of common stock that become available subsequent to this offering under our 2013 Plan and ESPP pursuant to the provisions thereof that automatically increase the shares reserved for issuance under such plans each year, as more fully described in "Executive Compensation Employee Benefit and Stock Plans."

Except as otherwise indicated, all information in this prospectus assumes:

the effectiveness of our amended and restated certificate of incorporation and the adoption of our amended and restated bylaws in connection with the completion of this offering;

the automatic conversion of all shares of our convertible preferred stock outstanding as of June 30, 2013 into an aggregate of 19,478,932 shares of common stock immediately prior to the completion of this offering;

the automatic conversion of an outstanding warrant exercisable for 104,997 shares of our convertible preferred stock as of June 30, 2013 into a warrant exercisable for shares of common stock upon the completion of this offering;

no exercise of outstanding options or warrants subsequent to June 30, 2013, except for the automatic conversion of an outstanding warrant into an aggregate of 161,533 shares of our common stock in connection with the completion of this offering; and

no exercise of the underwriters' over-allotment option.



Table of Contents**SUMMARY CONSOLIDATED FINANCIAL DATA AND OTHER DATA**

The following tables summarize our consolidated financial data. You should read this summary consolidated financial data together with the sections entitled "Selected Consolidated Financial Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes that are included elsewhere in this prospectus.

The consolidated statements of operations data for the years ended December 31, 2011 and 2012 are derived from our audited consolidated financial statements that are included elsewhere in this prospectus. The consolidated statements of operations data for the six months ended June 30, 2012 and 2013 and the consolidated balance sheet data as of June 30, 2013 are derived from our unaudited consolidated financial statements that are included elsewhere in this prospectus. The unaudited consolidated financial statements were prepared on a basis consistent with our audited consolidated financial statements and include, in management's opinion, all adjustments, consisting only of normal recurring adjustments that we consider necessary for a fair presentation of the financial information set forth in those statements. Our historical results are not necessarily indicative of the results that may be expected in the future, and our interim results are not necessarily indicative of the results to be expected for the full year or any other period.

<b>Consolidated Statement of Operations Data:</b>	<b>Years Ended December 31,</b>		<b>Six Months Ended June 30,</b>	
	<b>2011</b>	<b>2012</b>	<b>2012</b>	<b>2013</b>
	<b>(in thousands, except per share data)</b>			
Revenue(1)	\$ 44,652	\$ 106,589	\$ 39,592	\$ 92,581
Cost of revenue(2)	27,300	60,011	22,033	49,652
<b>Gross profit</b>	<b>17,352</b>	<b>46,578</b>	<b>17,559</b>	<b>42,929</b>
Operating expenses:				
Research and development(2)	1,545	4,876	1,538	6,123
Sales and marketing(2)	17,256	41,069	15,542	34,649
General and administrative(2)	2,336	8,403	2,570	10,952
<b>Total operating expenses</b>	<b>21,137</b>	<b>54,348</b>	<b>19,650</b>	<b>51,724</b>
<b>Loss from operations</b>	<b>(3,785)</b>	<b>(7,770)</b>	<b>(2,091)</b>	<b>(8,795)</b>
Other expense, net:				
Interest expense	(250)	(316)	(170)	(353)
Other income (expense) net	33	135	92	(368)
Change in fair value of convertible preferred stock warrant liability	(295)	(2,308)	(262)	(2,355)
<b>Other expense, net</b>	<b>(512)</b>	<b>(2,489)</b>	<b>(340)</b>	<b>(3,076)</b>
<b>Loss before income taxes</b>	<b>(4,297)</b>	<b>(10,259)</b>	<b>(2,431)</b>	<b>(11,871)</b>
Provision for income taxes	(28)	(84)	(39)	(40)
<b>Net loss</b>	<b>\$ (4,325)</b>	<b>\$ (10,343)</b>	<b>\$ (2,470)</b>	<b>\$ (11,911)</b>
Basic and diluted net loss per share attributable to common stockholders(3)	\$ (0.57)	\$ (1.29)	\$ (0.31)	\$ (1.43)
Basic and diluted weighted-average shares used to compute net loss per share attributable to common stockholders	7,600	8,024	7,923	8,347
Basic and diluted pro forma net loss per share attributable to common stockholders(3)		\$ (0.29)		\$ (0.34)
Basic and diluted weighted-average shares used to compute pro forma net loss per share attributable to common stockholders		27,664		27,987



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(1) Beginning January 1, 2011, we adopted a new authoritative guidance on multiple arrangements on a prospective basis. The adoption did not materially impact the comparability of revenue between the periods presented.

(2) Stock-based compensation expense was as follows:

	Years Ended December 31,		Six Months Ended June 30,	
	2011	2012	2012	2013
	(in thousands)			
Cost of revenue	\$ 7	\$ 37	\$ 15	\$ 118
Research and development	8	734	96	759
Sales and marketing	66	1,100	65	1,320
General and administrative	83	1,450	139	1,403
	\$ 164	\$ 3,321	\$ 315	\$ 3,600

(3) See Note 9 to our consolidated financial statements for a description of the method used to compute basic and diluted net loss per share attributable to common stockholders and pro forma basic and diluted net loss per share attributable to common stockholders.

	Years Ended December 31,		Six Months Ended June 30,	
	2011	2012	2012	2013
	(in thousands)			
<b>Other Financial Data:</b>				
Revenue less media costs(1)	\$ 22,003	\$ 55,920	\$ 21,427	\$ 51,292
Adjusted EBITDA(2)	\$ (3,125)	\$ (2,981)	\$ (1,179)	\$ (4,284)

(1) Revenue less media costs is a non-GAAP financial measure. We define revenue less media costs as GAAP revenue less media costs. Media costs consist of costs for advertising impressions we purchase from real-time advertising exchanges or other third parties. Please see "Selected Consolidated Financial Data Non-GAAP Financial Measures" for more information as to the limitations of using non-GAAP measures and for the reconciliation of revenue less media costs to revenue, the most directly comparable financial measure calculated in accordance with GAAP.

(2) Adjusted EBITDA is a non-GAAP financial measure. We define adjusted EBITDA as net loss before income tax (expense) benefit, interest expense, net, depreciation and amortization (excluding amortization of internal use software), stock based compensation expense and change in fair value of convertible preferred stock warrant liability. Please see "Selected Consolidated Financial Data Non-GAAP Financial Measures" for more information as to the limitations of using non-GAAP measures and for the reconciliation of adjusted EBITDA to net loss, the most directly comparable financial measure calculated in accordance with GAAP.

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	As of June 30, 2013		
	Actual	Pro Forma(1)	Pro Forma As
			Adjusted(2)
(in thousands)			
<b>Consolidated Balance Sheet Data:</b>			
Cash and cash equivalents	\$ 21,985	\$ 21,985	\$ 112,285
Working capital	\$ 41,478	\$ 41,478	\$ 133,711
Total assets	\$ 99,781	\$ 99,781	\$ 187,850
Debt obligations, current and non-current	\$ 21,853	\$ 21,853	\$ 21,853
Total stockholders' equity	\$ 32,881	\$ 37,977	\$ 127,979

(1) The pro forma column reflects (i) the automatic conversion of all outstanding shares of preferred stock into 19,478,932 shares of common stock and (ii) the reclassification of the preferred stock warrant liability to additional paid-in capital, each to be effective immediately prior to the closing of this offering.

(2) The pro forma as adjusted column reflects all adjustments included in the pro forma column and gives effect to the sale by us of 4,000,000 shares of common stock offered by this prospectus at an assumed initial public offering price of \$25.50 per share, the midpoint of the price range set forth on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. A \$1.00 increase (decrease) in the assumed initial public offering price of \$25.50 per share would increase (decrease) each of cash and cash equivalents, working capital, total assets, and total stockholders' equity by approximately \$3.7 million, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same, and after deducting the estimated underwriting discounts and commissions. The pro forma as adjusted information presented in the summary consolidated balance sheet data is illustrative only and will change based on the actual initial public offering price and other terms of this offering determined at pricing.

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**RISK FACTORS**

*Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this prospectus, including our consolidated financial statements and related notes, before investing in our common stock. If any of the following risks materialize, our business, financial condition, operating results and prospects could be materially and adversely affected. In that event, the price of our common stock could decline, and you could lose part or all of your investment.*

**Risks Related to Our Business and Our Industry**

*Our limited operating history makes it difficult to evaluate our business and prospects and may increase the risks associated with your investment.*

We were incorporated in 2008 and, as a result, have only a limited operating history upon which our business and future prospects may be evaluated. Although we have experienced substantial revenue growth in our limited history, we may not be able to sustain this rate of growth or even maintain our current revenue levels. We have encountered and will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly developing and changing industries, including challenges related to recruiting, integrating and retaining qualified employees; making effective use of our limited resources; achieving market acceptance of our existing and future solutions; competing against companies with greater financial and technical resources; acquiring and retaining advertisers and advertising agency customers; and developing new solutions. Our current operational infrastructure may require changes for us to scale our business efficiently and effectively to keep pace with demand for our solution, and achieve long-term profitability. If we fail to implement these changes on a timely basis or are unable to implement them effectively, or at all due to factors beyond our control, our business may suffer. We cannot assure you that we will be successful in addressing these and other challenges we may face in the future. As a growing company in a rapidly evolving industry, our business prospects depend in large part on our ability to:

build a reputation for a superior solution and create trust and long-term relationships with advertisers and advertising agencies;

distinguish ourselves from competitors in our industry;

develop and offer a competitive technology platform and offerings that meet our advertisers' needs as they change;

maintain and expand our relationships with the sources of quality inventory through which we execute our advertisers' advertising campaigns;

respond to evolving industry standards and government regulations that impact our business, particularly in the areas of data collection and consumer privacy;

prevent or otherwise mitigate failures or breaches of security or privacy;

expand our business internationally; and

attract, hire, integrate and retain qualified and motivated employees.

If we are unable to meet one or more of these objectives or otherwise adequately address the risks and difficulties that we face, our business may suffer, our revenue may decline and we may not be able to achieve further growth or long-term profitability.



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***We have a history of losses and may not achieve or sustain profitability in the future.***

We incurred net losses of \$(4.3) million and \$(10.3) million in 2011 and 2012, respectively, and a net loss of \$(11.9) million for the six months ended June 30, 2013. As of June 30, 2013, we had an accumulated deficit of \$35.5 million. We may not achieve profitability in the foreseeable future, if at all. Although our revenue has increased significantly in recent periods, we may not be able to sustain this revenue growth. In addition, our operating expenses have increased with our revenue growth, primarily due to substantial investments in our business and more than doubling our headcount during 2012. We expect our cost of revenue and operating expenses to continue to increase substantially in the foreseeable future as we continue to expand our business, including by adding sales, marketing and related support employees in existing and new territories, adding engineering employees to support continued investments in our technology platform and adding general and administrative employees to support our growth and expansion.

***If we are unable to attract new advertisers or sell additional offerings to our existing advertisers, our revenue growth will be adversely affected.***

To sustain or increase our revenue, we must add new advertisers and encourage existing advertisers, which are often represented by advertising agencies, to purchase additional offerings from us. As the digital advertising industry matures and as competitors introduce lower cost or differentiated products or services that compete with or are perceived to compete with ours, our ability to sell our solution to new and existing advertisers based on our offerings, pricing, technology platform and functionality could be impaired. Although some advertisers that are repeat users of our solution tend to increase their spend over time, conversely, some advertisers that are newer to our solution tend to spend less than, and may not return as frequently as, advertisers who have used our solution for longer periods of time. If we fail to retain or cultivate the spending of our newer, lower-spending advertisers, it will be difficult for us to sustain and grow our revenue from existing advertisers. Even with long-time advertisers, we may reach a point of saturation at which we cannot continue to grow our revenue from those advertisers because of internal limits that advertisers may place on the allocation of their advertising budgets to digital media, to particular campaigns, to a particular provider or for other reasons not known to us. If we are unable to attract new advertisers or obtain new business from existing advertisers, our revenue, growth and our business may be adversely affected.

***If we do not manage our growth effectively, the quality of our solution may suffer, and our operating results may be negatively affected.***

Our business has grown rapidly. We rely heavily on information technology, or IT, systems to manage critical functions such as advertising campaign management and operations, data storage and retrieval, revenue recognition, budgeting, forecasting and financial reporting. To manage our growth effectively, we must continue to improve and expand our infrastructure, including our IT, financial and administrative systems and controls. We must also continue to manage our employees, operations, finances, research and development and capital investments efficiently. Our productivity and the quality of our solution may be adversely affected if we do not integrate and train our new employees, particularly our sales and account management personnel, quickly and effectively and if we fail to appropriately coordinate across our executive, engineering, finance, human resources, marketing, sales, operations and customer support teams. If we continue our rapid growth, we will incur additional expenses, and our growth may continue to place a strain on our resources, infrastructure and ability to maintain the quality of our solution. If we do not adapt to meet these evolving challenges, and if the current and future members of our management team do not effectively scale with our growth, the quality of our solution may suffer and our corporate culture may be harmed. Failure to manage our future growth effectively could cause our business to suffer, which, in turn, could have an adverse impact on our results of operations and financial condition.

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***We may experience fluctuations in our operating results, which make our future results difficult to predict and could cause our operating results to fall below analysts' and investors' expectations.***

Our quarterly and annual operating results have fluctuated in the past. Similarly, we expect our future operating results to fluctuate for the foreseeable future due to a variety of factors, many of which are beyond our control. Our fluctuating results could cause our performance to fall below the expectations of securities analysts and investors, and adversely affect the price of our common stock. Because our business is changing and evolving rapidly, our historical operating results may not be useful in predicting our future operating results. Factors that may increase the volatility of our operating results include the following:

changes in demand and pricing for our solution;

the seasonal nature of our customers' spending on digital advertising campaigns;

changes in our pricing policies, the pricing policies of our competitors and the pricing of advertising inventory or of other third-party services;

the addition or loss of new advertisers and advertising agencies;

changes in our customers' advertising budget allocations, agency affiliations, or marketing strategies;

changes and uncertainty in the regulatory environment for us or our advertisers;

changes in the economic prospects of our advertisers or the economy generally, which could alter current or prospective advertisers' spending priorities, or could increase the time or costs required to complete sales with advertisers;

changes in the availability of advertising inventory through real-time advertising exchanges or in the cost to reach end consumers through digital advertising;

the introduction of new technologies product or service offerings by our competitors;

changes in our capital expenditures as we acquire the hardware, equipment and other assets required to support our business;  
and

costs related to acquisitions of people, businesses or technologies.

Based upon all of the factors described above and others beyond our control that we may not anticipate, we have a limited ability to forecast our future revenue, costs and expenses, and as a result, our operating results may from time to time fall below our estimates or the expectations of public market analysts and investors.

***If we fail to make the right investment decisions in our offerings and technology platform, we may not attract and retain advertisers and advertising agencies and our revenue and results of operations may decline.***

We compete for advertisers, which are often represented by advertising agencies, who want to purchase digital media for advertising campaigns. Our industry is subject to rapid changes in standards, technologies, products and service offerings, as well as in advertiser demands and expectations. We continuously need to make decisions regarding which offerings and technology to invest in to meet advertiser demand and evolving industry standards and regulatory requirements. We may make wrong decisions regarding these investments. For example, we expect



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advertisers to award us credit, or attribution, for impressions that generate specific consumer purchases or responses using certain criteria such as last ad clicked or viewed. Our technology considers these attribution models and if new attribution models are introduced by advertisers, we may need to make changes in our technology. If new or existing competitors offer more attractive offerings, we may lose advertisers or advertisers may decrease their spending on our solution. New advertiser demands, superior competitive offerings or

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new industry standards could render our existing solution unattractive, unmarketable or obsolete and require us to make substantial unanticipated changes to our technology platform or business model. Our failure to adapt to a rapidly changing market or to anticipate advertiser demand could harm our business and our financial performance.

***If the use of "third party cookies" is rejected by Internet users, restricted or otherwise subject to unfavorable regulation, our performance may decline and we may lose advertisers and revenue.***

We use "cookies" (small text files) to deliver our solution. Our cookies are known as "third party cookies" because they are placed on individual browsers when Internet users visit a website owned by a publisher, advertiser or other first party that has given us permission to place cookies. These cookies are placed through an Internet browser on an Internet user's computer and correspond with a data set that we keep on our servers. Our cookies record non-personal information, such as when an Internet user views an ad, clicks on an ad, or visits one of our advertiser's websites through a browser while the cookie is active. On mobile devices, we may also obtain location based information. We use these cookies to help us achieve our advertisers' campaign goals, to help us ensure that the same Internet user does not unintentionally see the same advertisement, to report aggregate information to our advertisers regarding the performance of their advertising campaigns and to detect and prevent fraudulent activity throughout our network of inventory. We also use data from cookies to help us decide whether to bid on, and how to price, an opportunity to place an advertisement in a certain location, at a given time, in front of a particular Internet user. Without cookie data, we may bid on advertising without as much insight into activity that has taken place through an Internet user's browser. A lack of cookie data may detract from our ability to make decisions about which inventory to purchase for an advertiser's campaign, and undermine the effectiveness of our solution.

Cookies may easily be deleted or blocked by Internet users. All of the most commonly used Internet browsers (Chrome, Firefox, Internet Explorer, and Safari) allow Internet users to modify their browser settings to prevent cookies from being accepted by their browsers. Internet users can also delete cookies from their computers at any time. Some Internet users also download free or paid "ad blocking" software that prevents third party cookies from being stored on a user's computer. If more Internet users adopt these settings or delete their cookies more frequently than they currently do, our business could be harmed. In addition, the Safari browser blocks third party cookies by default. The browser manufacturer, Mozilla, which publishes Firefox, recently announced an intention to block third party cookies by default in the next iteration of the Firefox browser. Unless such default settings in browsers are altered by Internet users to accept third party cookies, fewer of our cookies may be set in browsers, adversely affecting our business.

In addition, in the European Union, or EU, Directive 2009/136/EC, commonly referred to as the "Cookie Directive," directs EU member states to ensure that accessing information on an Internet user's computer, such as through a cookie, is allowed only if the Internet user has given his or her consent. In response, some member states have adopted and implemented, and may continue to adopt and implement legislation that negatively impacts the use of cookies for online advertising. Limitations on the use or effectiveness of cookies, whether imposed by EU member state implementation of the Cookie Directive or otherwise, may impact the performance of our solution. We may be required to, or otherwise may determine that it is advisable to, develop or obtain additional tools and technologies to compensate for the lack of cookie data. We may not be able to develop or implement additional tools that compensate for the lack of cookie data. Moreover, even if we are able to do so, such additional tools may be subject to further regulation, time consuming to develop or costly to obtain, and less effective than our current use of cookies.

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***Potential "Do Not Track" standards or government regulation could negatively impact our business by limiting our access to the anonymous user data that informs the advertising campaigns we run, and as a result may degrade our performance for our customers.***

As the use of cookies has received ongoing media attention over the past three years, some government regulators and privacy advocates have suggested creating a "Do Not Track" standard that would allow Internet users to express a preference, independent of cookie settings in their browser, not to have website browsing recorded. In 2010, the Federal Trade Commission, or FTC, issued a staff report criticizing the advertising industry's self-regulatory efforts as too slow and lacking adequate consumer protections. The FTC emphasized a need for simplified notice, choice and transparency to the consumer regarding collection, use and sharing of data, and suggested implementing a "Do Not Track" browser setting that allows consumers to choose whether to allow "tracking" of their online browsing activities. All the major Internet browsers have implemented some version of a "Do Not Track" setting. Microsoft's Internet Explorer 10 includes a "Do Not Track" setting that is selected by default. However, there is no definition of "tracking," no consensus regarding what message is conveyed by a "Do Not Track" setting and no industry standards regarding how to respond to a "Do Not Track" preference. The World Wide Web Consortium chartered a "Tracking Protection Working Group" in 2011 to convene a multi-stakeholder group of academics, thought leaders, companies, industry groups and consumer advocacy organizations, to create a voluntary "Do Not Track" standard for the web. The group has yet to agree upon a standard. The FTC has stated that it will pursue a legislative solution if the industry cannot agree upon a standard. The "Do-Not-Track Online Act of 2013" was introduced in the United States Senate in February 2013. If a "Do Not Track" browser setting is adopted by many Internet users, and the standard either imposed by state or federal legislation, or agreed upon by standard setting groups, prohibits us from using non-personal data as we currently do, then that could hinder growth of advertising and content production on the web generally, cause us to change our business practices and adversely affect our business.

***Legislation and regulation of online businesses, including privacy and data protection regimes, could create unexpected costs, subject us to enforcement actions for compliance failures, or cause us to change our technology platform or business model, which may have a material adverse effect on our business.***

Government regulation may increase the costs of doing business online. U.S. and foreign governments have enacted or are considering legislation related to online advertising and we expect to see an increase in legislation and regulation related to advertising online, the use of geo-location data to inform advertising, the collection and use of anonymous Internet user data and unique device identifiers, such as IP address or mobile unique device identifiers, and other data protection and privacy regulation. Such legislation could affect the costs of doing business online, and may adversely affect the demand for our solution or otherwise harm our business, results of operations and financial condition. For example, a wide variety of provincial, state, national and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal data. While we have not collected data that is traditionally considered personal data, such as name, email address, address, phone numbers, social security numbers, credit card numbers, financial or health data, we typically do collect and store IP addresses and other device identifiers, that are or may be considered personal data in some jurisdictions or otherwise may be the subject of legislation or regulation. Evolving and changing definitions of personal data, within the EU, the United States and elsewhere, especially relating to classification of IP addresses, machine or device identifiers, location data and other information, have in the past, and may cause us in the future, to change our business practices, or limit or inhibit our ability to operate or expand our business. Data protection and privacy-related laws and regulations are evolving and may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. While we take measures to protect the security of information that we collect, use and disclose in the operation of our business, and to offer certain privacy protections with respect to such information, such measures may not always be effective.

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In addition, while we take steps to avoid collecting personally identifiable data about consumers, we may inadvertently receive this information from advertisers or advertising agencies or through the process of delivering advertising. Our failure to comply with applicable laws and regulations, or to protect personal data, could result in enforcement action against us, including fines, imprisonment of our officers and public censure, claims for damages by consumers and other affected individuals, damage to our reputation and loss of goodwill, any of which could have a material adverse impact on our operations, financial performance and business. Even the perception of privacy concerns, whether or not valid, may harm our reputation and inhibit adoption of our solution by current and future advertisers and advertising agencies.

***We may not be able to compete successfully against current and future competitors because competition in our industry is intense, and our competitors may offer solutions that are perceived by our customers to be more attractive than ours, which may result in declining revenue, or inability to grow our business.***

Competition for our advertisers' advertising budgets is intense. We also expect competition to increase as the barriers to enter our market are low. Increased competition may force us to charge less for our solution, or offer pricing models that are less attractive to us and decrease our margins. Our principal competitors include companies that offer demand-side platforms that allow advertisers to purchase inventory directly from advertising exchanges or other third parties and manage their own consumer data, traditional advertising networks and advertising agencies themselves.

We also rely predominately on advertising agencies to purchase our solution on behalf of advertisers, and certain of those agencies are creating competitive solutions, referred to as agency trading desks. If these agency trading desks are successful in leveraging their relationships with the advertisers we may be unable to compete even if our solution is more effective. Many agencies that we work with are also owned by large agency holding companies. For various reasons related to the agencies' own priorities or those of their holding companies, they may not recommend our solution, even though it may be more effective, and we may not have the opportunity to demonstrate our value to advertisers.

We also compete with services offered through large online portals that have significant brand recognition, such as Yahoo!, Google, AOL and MSN. These large portals have substantial proprietary digital advertising inventory that may provide them with competitive advantages, including far greater access to Internet user data, and the ability to significantly influence pricing for digital advertising inventory. We also compete for a share of advertisers' total advertising budgets with online search advertising, for which we do not offer a solution, and with traditional advertising media, such as direct mail, television, radio, cable and print. Some of our competitors have also established reputations for specific services, such as retargeting with dynamic creative, for which we do not have an established market presence. Many current and potential competitors have competitive advantages relative to us, such as longer operating histories, greater name recognition, larger client bases, greater access to advertising inventory on premium websites and significantly greater financial, technical, sales and marketing resources. Increased competition may result in reduced pricing for our solution, longer sales cycles or a decrease of our market share, any of which could negatively affect our revenue and future operating results and our ability to grow our business.

***We have been dependent on display advertising. A decrease in the use of display advertising, or our inability to further penetrate display, mobile, social and video advertising channels would harm our business, growth prospects, operating results and financial condition.***

Historically, our customers have predominantly used our solution for display advertising, and the substantial majority of our revenue is derived from advertisers, typically through their agencies, that use our solution for display advertising. We expect that display advertising will continue to be a primary channel used by our customers. Should our customers lose confidence in the value or effectiveness of

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display advertising, the demand for our solution may decline. In addition, our failure to achieve market acceptance of our solution for mobile, social and video advertising would harm our growth prospects, operating results and financial condition.

***We have historically relied, and expect to continue to rely, on a small number of customers for a significant portion of our revenue, and the loss of any of these customers may significantly harm our business, results of operations and financial condition.***

A relatively small number of customers have historically accounted for a majority of our revenue. In 2011 and 2012, our top 20 customers accounted for 39% and 38% of our revenue, respectively. However, no customer accounted for 10% or more of our annual revenue for either period. While we expect this reliance to decrease over time, we expect that we will continue to depend upon a relatively small number of customers for a significant portion of our revenue for the foreseeable future. As a result, if we fail to successfully attract or retain new or existing customers or existing customers run fewer advertising campaigns with us, defer or cancel their insertion orders, or terminate their relationship with us altogether, whether through the actions of their agency representatives or otherwise, our business, results of operations and financial condition would be harmed.

***Our international expansion subjects us to additional costs and risks, and may not yield returns in the foreseeable future, and our continued expansion internationally may not be successful.***

Our international expansion subjects us to many challenges associated with supporting a rapidly growing business across a multitude of cultures, customs, monetary, legal and regulatory systems and commercial infrastructures. We have a limited operating history outside of the United States, and our ability to manage our business and conduct our operations internationally requires considerable attention and resources. We began operations in the United Kingdom in 2011. Our UK subsidiary has employees in the United Kingdom, the Netherlands, France and Germany. We established a subsidiary in Germany in 2013. In addition, in 2012, we entered into a strategic alliance with a third-party licensee through which we make our solution available in Japan. We expect to significantly expand our international operations in the future.

Our international expansion and the integration of international operations present challenges and risks to our business and require significant attention from our management, finance, analytics, operations, sales and engineering teams to support advertising campaigns abroad. For example, as a direct result of our relationship with our Japanese licensee, we have undertaken engineering and other work to support campaigns for Japanese advertisers and localize our technology platform for language, currency and time zone, and have made substantial investments to train our Japanese licensee's sales team to sell our solution in Japan. Moreover, our Japanese licensee is a wholly-owned subsidiary of a large advertising agency holding company, with other subsidiaries that may offer services that compete with us. As a result, there is a risk that conflicts of interest may arise that may reduce our ability to gain market share in the Japanese market. Compliance with complex foreign and U.S. laws and regulations that apply to our international operations increases our cost of doing business abroad, may interfere with our ability to offer our solution competitively to advertisers and advertising agencies in one or more countries and expose us or our employees to fines and penalties. In some cases, our advertisers may impose additional requirements on our business in efforts to comply with their interpretation of their own or our legal obligations. These requirements may differ significantly from the requirements applicable to our business in the United States and may require engineering and other costly resources to accommodate. Laws and regulations that may impact us include tax laws, employment laws, data privacy regulations, U.S. laws such as the Foreign Corrupt Practices Act and local laws prohibiting corrupt payments to governmental officials and private entities, such as the U.K. Bribery Act. Violations of these laws and regulations could result in monetary damages, criminal sanctions against us, our officers, or our employees, and prohibitions on the conduct of our business.

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We may incur significant operating expenses as a result of our international expansion, and it may not be successful. Our international business also subjects us to the impact of global and regional recessions and economic and political instability, differing regulatory requirements, costs and difficulties in managing a distributed workforce, potentially adverse tax consequences in the United States and abroad and restrictions on the repatriation of funds to the United States. Our failure to manage these risks and challenges successfully could materially and adversely affect our business, financial condition and results of operations.

***We do not have long-term commitments from our advertisers, and we may not be able to retain advertisers or attract new advertisers that provide us with revenue that is comparable to the revenue generated by any advertisers we may lose.***

Most of our advertisers do business with us by placing insertion orders for particular advertising campaigns. If we perform well on a particular campaign, then the advertisers, or most often, the advertising agency representing such advertisers, may place new insertion orders with us for additional advertising campaigns. We rarely have any commitment from an advertiser beyond the campaign governed by a particular insertion order. In accordance with the Interactive Advertising Bureau, or IAB, our insertion orders may also be cancelled by advertisers or their advertising agencies prior to the completion of the campaign without penalty. As a result, our success is dependent upon our ability to outperform our competitors and win repeat business from existing advertisers, while continually expanding the number of advertisers for whom we provide services. In addition, it is relatively easy for advertisers and the advertising agencies that represent them to seek an alternative provider for their advertising campaigns because there are no significant switching costs, and agencies, with whom we do the majority of our business, often have relationships with many different providers, each of whom may be running portions of the same advertising campaign. Because we do not have long-term contracts, we may not accurately predict future revenue streams, and we cannot guarantee that our current advertisers will continue to use our solution, or that we will be able to replace departing advertisers with new advertisers that provide us with comparable revenue.

***If we fail to detect fraud or serve our advertisers' advertisements on undesirable websites, our reputation will suffer, which would harm our brand and reputation and negatively impact our business, financial condition and results of operations.***

Our business depends in part on providing our advertisers with a service that they trust, and we have contractual commitments to take reasonable measures to prevent advertisers' advertisements from appearing on undesirable websites or on certain websites that they identify. We use proprietary technology to detect click fraud and block inventory that we know or suspect to be fraudulent, including "tool bar" inventory, which is inventory that appears within an application, often called a "tool bar," and that overlays a website and displaces any advertising that would otherwise be displayed on such website. We also use third-party services in an effort to prevent our advertisers' advertisements from appearing on undesirable websites. Preventing and combating fraud requires constant vigilance, and we may not always be successful in our efforts to do so. We may serve advertising on inventory that is objectionable to our advertisers, and we may lose the trust of our advertisers, which would harm our brand and reputation and negatively impact our business, financial condition and results of operations. We may also purchase inventory inadvertently that proves to be unacceptable for advertising campaigns, in which case we are responsible for the cost and cannot bill that cost to any campaign. If we buy substantial volumes of unusable inventory, this could negatively impact our results of operations.

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***Our revenue could decline and our growth could be impeded, if our access to quality advertising inventory is diminished or if we fail to acquire new advertising inventory.***

We must maintain a consistent supply of attractive advertising inventory, meaning the digital space on which we place advertising impressions, including websites, proprietary social networks, such as Facebook, and mobile applications. Our success depends on our ability to secure quality inventory on reasonable terms across a broad range of advertising networks and exchanges, including real time advertising exchanges, such as Google's DoubleClick Ad Exchange or AppNexus; suppliers of video and mobile inventory; and social media platforms, such as the Facebook Exchange, known as FBX.

The amount, quality and cost of inventory available to us can change at any time. Our suppliers are generally not bound by long-term contracts. As a result, there is no guarantee that we will have access to a consistent supply of quality inventory. Moreover, the number of competing intermediaries that purchase advertising inventory from real-time advertising exchanges continues to increase, which could put upward pressure on inventory costs. If we are unable to compete favorably for advertising inventory available on real-time advertising exchanges, or if real-time advertising exchanges decide not to make their advertising inventory available to us, we may not be able to place advertisements at competitive rates or find alternative sources of inventory with comparable traffic patterns and consumer demographics in a timely manner. Furthermore, the inventory that we access through real-time advertising exchanges may be of low quality or misrepresented to us, despite attempts by us and our suppliers to prevent fraud and conduct quality assurance checks.

Suppliers control the bidding process for the inventory they supply, and their processes may not always work in our favor. For example, suppliers may place restrictions on the use of their inventory, including prohibiting the placement of advertisements on behalf of certain advertisers. Through the bidding process, we may not win the right to deliver advertising to the inventory that we select and may not be able to replace inventory that is no longer made available to us.

If we are unable to maintain a consistent supply of quality inventory for any reason, our business, advertiser retention and loyalty, financial condition and results of operations could be harmed.

***Our growth could be impeded and our revenue could decline if our access to quality inventory in social media is diminished or if we fail to acquire new advertising inventory in social media. Currently, our social media offering is entirely dependent on access to Facebook's inventory through FBX.***

Our social media offering is currently limited to Facebook's FBX platform, which was launched in the second half of 2012. Therefore, we currently define our social channel as advertising delivered through FBX. We have an agreement with Facebook allowing us to integrate directly with FBX to bid on advertising inventory on a real-time basis. We integrated with FBX in the fourth quarter of 2012. As a result, our ability to grow our revenue in the social channel is closely tied to the availability of inventory on FBX. If we are unable to compete favorably for advertising inventory on FBX, our social offering may not be successful. Also, there is no guarantee that Facebook will continue to make its advertising inventory available to us at all or upon reasonable terms, and we may not be able to replace the FBX advertising inventory with inventory that meets our advertisers' specific goals with respect to social media. In addition, advertisers may prefer to work with companies that provide advertising on social media platforms other than FBX or that have a longer history of integration with social media platforms. If we are unable to run advertising campaigns on the FBX platform, integrate with social media platforms that may become available in the future or find alternative sources of quality social media inventory, our business could be harmed.

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***If mobile connected devices, their operating systems or content distribution channels, including those controlled by our competitors, develop in ways that prevent our advertising campaigns from being delivered to their users, our ability to grow our business will be impaired.***

Our success in the mobile channel depends upon the ability of our technology platform to integrate with mobile inventory suppliers and provide advertising for most mobile connected devices, as well as the major operating systems that run on them and the thousands of applications that are downloaded onto them. The design of mobile devices and operating systems is controlled by third parties with whom we do not have any formal relationships. These parties frequently introduce new devices, and from time to time they may introduce new operating systems or modify existing ones. Network carriers may also impact the ability to access specified content on mobile devices. If our solution were unable to work on these devices or operating systems, either because of technological constraints or because a maker of these devices or developer of these operating systems wished to impair our ability to provide advertisements on them or our ability to fulfill advertising space, or inventory, from developers whose applications are distributed through their controlled channels, our ability to generate revenue could be significantly harmed.

***Our sales and marketing efforts require significant investment, which may not yield returns in the foreseeable future, if at all.***

We have invested significant resources in our sales and marketing teams to educate potential and prospective advertisers and advertising agencies about the value of our solution. We are often required to explain how our solution can optimize advertising campaigns in real time. Our business depends in part upon an advertisers' confidence, and the confidence of the advertising agencies that represent those advertisers, that our use of real-time advertising exchanges to purchase inventory is superior to other methods of purchasing digital advertising. Real-time bidding through real-time advertising exchanges is still a small part of the overall display, mobile, social and video digital advertising markets. We often spend substantial time and resources responding to requests for proposals from potential advertisers and their advertising agencies, including developing material specific to the needs of such potential advertisers. We may not be successful in attracting new advertisers despite our investment in our business development, sales and marketing organizations. In addition, our sales team is primarily trained and experienced in selling to advertising agencies, which often control an advertiser's budget. If more of our business shifts to direct relationships with brand advertisers, we may not have an adequately trained sales team to support that shift and to sell products effectively to those advertisers.

***If we do not effectively grow and train our sales team, we may be unable to add new customers or increase sales to our existing customers and our business will be adversely affected.***

We continue to be substantially dependent on our sales team to obtain new customers and to drive sales from our existing customers. We believe that there is significant competition for sales personnel with the skills and technical knowledge that we require. Our ability to achieve significant revenue growth will depend, in large part, on our success in recruiting, training, integrating and retaining sufficient numbers of sales personnel to support our growth. New hires require significant training and it may take significant time before they achieve full productivity. Our recent hires and planned hires may not become productive as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. In addition, as we continue to grow rapidly, a large percentage of our sales team will be new to the company and our solution. If we are unable to hire and train sufficient numbers of effective sales personnel, or the sales personnel are not successful in obtaining new customers or increasing sales to our existing customer base, our business will be adversely affected.



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***Failure to comply with industry self-regulation could harm our brand, reputation and our business.***

We have committed to complying with the Network Advertising Initiative's Code of Conduct and the Digital Advertising Alliance's Self-Regulatory Principles for Online Behavioral Advertising in the United States, as well as similar self-regulatory principles in Europe adopted by the Interactive Advertising Bureau Europe and the European Digital Advertising Alliance. Our efforts to comply with these principles include offering Internet users notice and transparency when advertising is served to them based, in part, on web browsing data recorded by cookies. We also offer Internet users the ability to opt out of receiving interest-based advertisements based on a cookie we place. However, we have made mistakes in our implementation of these guidelines in the past, and if we make mistakes in the future, or our opt out mechanisms fail to work as designed, or if Internet users misunderstand our technology or our commitments with respect to these principles, we may, as a result, be subject to negative publicity, government investigation, government or private litigation, or investigation by self-regulatory bodies or other accountability groups. Any such action against us could be costly and time consuming, require us to change our business practices, cause us to divert management's attention and our resources and be damaging to our reputation and our business.

***We may experience outages and disruptions of our services if we fail to maintain adequate security and supporting infrastructure as we scale our systems, which may harm our brand and reputation and negatively impact our revenue and results of operations.***

As we grow our business, we expect to continue to invest in technology services, hardware and software, including data centers, network services, storage and database technologies. Creating the appropriate support for our technology platform, including Big Data and our computational infrastructure, is expensive and complex, and our execution could result in inefficiencies or operational failures and increased vulnerability to cyber-attacks, which, in turn, could diminish the quality of our services and our performance for advertisers. Cyber-attacks could include denial-of-service attacks impacting service availability (including the ability to deliver ads) and reliability; the exploitation of software vulnerabilities in Internet facing applications; social engineering of system administrators (tricking company employees into releasing control of their systems to a hacker); or the introduction of computer viruses or malware into our systems with a view to steal confidential or proprietary data. Cyber-attacks of increasing sophistication may be difficult to detect and could result in the theft of our intellectual property and our data or our advertisers' data. In addition, we are vulnerable to unintentional errors or malicious actions by persons with authorized access to our systems that exceed the scope of their access rights, or unintentionally or intentionally alter parameters or otherwise interfere with the intended operations of our platform. The steps we take to increase the reliability, integrity and security of our systems as they scale may be expensive and may not prevent system failures or unintended vulnerabilities resulting from the increasing number of persons with access to our systems, complex interactions within our technology platform and the increasing number of connections with third party partners and vendors' technology. Operational errors or failures or successful cyber-attacks could result in damage to our reputation and loss of current and new advertisers and other business partners which could harm our business. In addition, we could be adversely impacted by outages and disruptions in the online platforms of our key business partners, such as the real-time advertising exchanges, who we rely upon for access to inventory.

***Real or perceived errors or failures in our software and systems could adversely affect our operating results and growth prospects.***

We depend upon the sustained and uninterrupted performance of our technology platform to operate over 1,000 campaigns at any given time; manage our inventory supply; bid on inventory for each campaign; serve or direct a third party to serve advertising; collect, process and interpret data; and optimize campaign performance in real time and provide billing information to our financial

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systems. If our technology platform cannot scale to meet demand, or if there are errors in our execution of any of these functions on our platform, then our business may be harmed. Because our software is complex, undetected errors and failures may occur, especially when new versions or updates are made. We do not have the capability to test new releases or updates to our code on a small subset of campaigns, which means that bugs or errors in code could impact all campaigns on our platform. Despite testing by us, errors or bugs in our software have in the past, and may in the future, not be found until the software is in our live operating environment. For example, we have experienced failures in our bidding system to recognize or respond to budget restrictions for campaigns, resulting in overspending on media, and we may in the future have failures in our systems that cause us to buy more media than our advertisers are contractually obligated to pay for, which could be costly and harm our operating results. Errors or failures in our software could also result in negative publicity, damage to our brand and reputation, loss of or delay in market acceptance of our solution, increased costs or loss of revenue, loss of competitive position or claims by advertisers for losses sustained by them. In such an event, we may be required or choose to expend additional resources to help mitigate any problems resulting from errors in our software. We may make errors in the measurement of our campaigns causing discrepancies with our advertisers' measurements leading to a lack in confidence with us or, on occasion, the need for advertiser "make-goods," the standard credits given to advertisers for campaigns that have not been delivered properly. Alleviating problems resulting from errors in our software could require significant expenditures of capital and other resources and could cause interruptions, delays or the cessation of our business, any of which would adversely impact our financial position, results of operations and growth prospects.

***Our future success depends on the continuing efforts of our key employees, including our three founders, George John, Richard Frankel and Abhinav Gupta, and on our ability to hire, retain and motivate additional key employees.***

Our future success depends heavily upon the continuing services of our key employees, including our three founders, George John, our Chief Executive Officer, Richard Frankel, our President, and Abhinav Gupta, our Vice President, Engineering, and on our ability to attract and retain members of our management team and other highly skilled employees, including software engineers, analytics and operations employees and sales professionals. The market for talent in our key areas of operations, including California, New York, Chicago and London, is intensely competitive. Our engineering group is based in Redwood City, California, and we face significant competition for talent from large technology companies such as Google, Facebook, LinkedIn, Twitter and Yahoo!. These companies may also provide more diverse opportunities and better chances for career advancement. Some of these characteristics may be more appealing to high-quality candidates than those we have to offer. None of our founders or other key employees has an employment agreement for a specific term, and any of our employees may terminate his or her employment with us at any time.

New employees often require significant training and, in many cases, take significant time before they achieve full productivity. As a result, we may incur significant costs to attract and retain employees, including significant expenditures related to salaries and benefits and compensation expenses related to equity awards, and we may lose new employees to our competitors or other companies before we realize the benefit of our investment in recruiting and training them. Moreover, new employees may not be or become as productive as we expect, as we may face challenges in adequately or appropriately integrating them into our workforce and culture. In addition, as we move into new geographies, we will need to attract and recruit skilled employees in those areas. We have little experience with recruiting in geographies outside of the United States, and may face additional challenges in attracting, integrating and retaining international employees.

Even if we are successful in hiring qualified new employees, we may be subject to allegations that we have improperly solicited such employees while they remained employed by our competitors, that

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such employees have improperly solicited other colleagues of theirs employed by the same competitors or that such employees have divulged proprietary or other confidential information to us in violation of their agreements with such competitors. If we are unable to attract, integrate and retain suitably qualified individuals, our business, financial position and results of operations may be harmed.

***We may require additional capital to support growth, and such capital might not be available on terms acceptable to us, if at all, which may in turn hamper our growth and adversely affect our business.***

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new features or enhance our platform, improve our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in private equity, equity-linked or debt financings to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing that we secure in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, including the ability to pay dividends. This may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and respond to business challenges could be significantly impaired, and our business may be adversely affected.

***Our corporate culture has contributed to our success, and if we cannot maintain it as we grow, we could lose the innovation, creativity and teamwork fostered by our culture, and our business may be harmed.***

We are undergoing rapid growth. As of June 30, 2013, we had approximately 405 employees in the United States and 60 employees overseas, compared with approximately 190 and 15 employees, respectively, as of June 30, 2012. We intend to further expand our overall headcount and operations both domestically and internationally, with no assurance that we will be able to do so while effectively maintaining our corporate culture. We believe our corporate culture has been a critical component of our success as we believe it fosters innovation, teamwork, passion for customers and focus on execution, while facilitating knowledge sharing across our organization. As we grow and change, we may find it difficult to preserve our corporate culture, which could reduce our ability to innovate and operate effectively. In turn, the failure to preserve our culture could negatively affect our ability to attract, recruit, integrate and retain employees, continue to perform at current levels and effectively execute our business strategy.

***Our historical revenue growth has masked seasonal fluctuations in advertising activity. As growth declines or seasonal patterns become more pronounced, seasonality could have a material impact on our cash flows and operating results.***

Our revenue, cash flow from operations, operating results and other key operating and performance metrics may vary from quarter to quarter due to the seasonal nature of our advertisers' spending on digital advertising campaigns. For example, advertisers tend to devote more of their advertising budgets to the fourth calendar quarter to coincide with consumer holiday spending. Moreover, advertising inventory in the fourth quarter may be more expensive due to increased demand for advertising inventory. Our historical revenue growth has masked the impact of seasonality, but if our growth rate declines or seasonal spending becomes more pronounced, seasonality could have a material impact on our revenue, cash flow, operating results and other key operating and performance metrics from period to period.

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***We rely predominately on advertising agencies to purchase our solution on behalf of advertisers, and we incur the cost of an advertising campaign before we bill for services. Such agencies may have or develop high-risk credit profiles, which may result in credit risk to us, and because generally agencies only pay us if they receive payment from the advertiser, our ability to collect for non-payment may be limited to the advertiser, increasing our risk of non-payment.***

A substantial portion of our business is sourced through advertising agencies, and we contract with these agencies as an agent for a disclosed principal, which is the advertiser. Typically, the advertising agency pays for our services once it has received payment from the advertiser for our services. Our contracts typically provide that if the advertiser does not pay the agency, the agency is not liable to us, and we must seek payment solely from the advertiser. Contracting with these agencies, which in certain cases have or may develop high-risk credit profiles, subjects us to greater credit risk than where we contract with advertisers directly. This credit risk may vary depending on the nature of an advertising agency's aggregated advertiser base. There can be no assurances that we will not experience bad debt in the future. Any such write-offs for bad debt could have a materially negative effect on our results of operations for the periods in which the write-offs occur. We have to consider the effect of credit risk in transactions with agencies or other third parties and the advertiser. Even if we are not paid, we are still obligated to pay for the media we have purchased for the advertising campaign, and as a consequence, our results of operations and financial condition would be adversely impacted.

***Fluctuations in the exchange rates of foreign currencies could result in currency transaction losses that negatively impact our financial results.***

We currently have foreign sales denominated in British pounds, euros, Japanese yen and Canadian dollars and may, in the future, have sales denominated in the currencies of additional countries in which we establish or have established sales offices. In addition, we incur a portion of our operating expenses in British pounds, euros, Canadian dollars and Hong Kong dollars. We expect international sales to become an increasingly important part of our business. Such sales may be subject to unexpected regulatory requirements and other barriers. Any fluctuation in the exchange rates of these foreign currencies may negatively impact our business, financial condition and results of operations. We have not previously engaged in foreign currency hedging. If we decide to hedge our foreign currency exposure, we may not be able to hedge effectively due to lack of experience, unreasonable costs or illiquid markets. In addition, those activities may be limited in the protection they provide us from foreign currency fluctuations and can themselves result in losses.

***Our proprietary rights may be difficult to enforce, which could enable others to copy or use aspects of our solution without compensating us, thereby eroding our competitive advantages and harming our business.***

Our success depends, in part, on our ability to protect proprietary methods and technologies that we develop under the intellectual property laws of the United States, so that we can prevent others from using our inventions and proprietary information. If we fail to protect our intellectual property rights adequately, our competitors might gain access to our technology, and our business might be adversely affected. We rely on trademark, copyright, trade secret and patent laws, confidentiality procedures and contractual provisions to protect our proprietary methods and technologies. Our patent strategy is still in its early stages and while we have a small number of pending patent applications, valid patents may not be issued from our pending applications, and the claims eventually allowed on any patents may not be sufficiently broad to protect our technology or offerings and services. Any issued patents may be challenged, invalidated or circumvented, and any rights granted under these patents may not actually provide adequate defensive protection or competitive advantages to us. Additionally, the process of obtaining patent protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. Additional uncertainty may result from changes to intellectual property legislation

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enacted in the United States, including the recent America Invents Act, and other national governments and from interpretations of the intellectual property laws of the United States and other countries by applicable courts and agencies. Accordingly, despite our efforts, we may be unable to obtain adequate patent protection, or to prevent third parties from infringing upon or misappropriating our intellectual property.

Unauthorized parties may attempt to copy aspects of our technology or obtain and use information that we regard as proprietary. We generally enter into confidentiality and/or license agreements with our employees, consultants, vendors and advertisers, and generally limit access to and distribution of our proprietary information. However, we cannot assure you that any steps taken by us will prevent misappropriation of our technology and proprietary information. Policing unauthorized use of our technology is difficult. In addition, the laws of some foreign countries may not be as protective of intellectual property rights as those of the United States, and mechanisms for enforcement of our proprietary rights in such countries may be inadequate. From time to time, legal action by us may be necessary to enforce our intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement. Such litigation could result in substantial costs and the diversion of limited resources and could negatively affect our business, operating results and financial condition. If we are unable to protect our proprietary rights (including aspects of our technology platform) we may find ourselves at a competitive disadvantage to others who have not incurred the same level of expense, time and effort to create and protect their intellectual property.

***We may be subject to intellectual property rights claims by third parties, which are extremely costly to defend, could require us to pay significant damages and could limit our ability to use certain technologies.***

Third parties may assert claims of infringement of intellectual property rights in proprietary technology against us or against our advertisers for which we may be liable or have an indemnification obligation. Any claim of infringement by a third party, even those without merit, could cause us to incur substantial costs defending against the claim and could distract our management from our business.

Although third parties may offer a license to their technology, the terms of any offered license may not be acceptable and the failure to obtain a license or the costs associated with any license could cause our business, results of operations or financial condition to be materially and adversely affected. In addition, some licenses may be non-exclusive, and therefore our competitors may have access to the same technology licensed to us. Alternatively, we may be required to develop non-infringing technology, which could require significant effort and expense and ultimately may not be successful. Furthermore, a successful claimant could secure a judgment or we may agree to a settlement that prevents us from distributing certain products or performing certain services or that requires us to pay substantial damages, including treble damages if we are found to have willfully infringed such claimant's patents or copyrights, royalties or other fees. Any of these events could seriously harm our business, operating results and financial condition.

***Our solution relies on third-party open source software components, and failure to comply with the terms of the underlying open source software licenses could restrict our ability to sell our solution.***

Our platform, including our computational infrastructure, relies on software licensed to us by third-party authors under "open source" licenses. The use of open source software may entail greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software we use. If we combine our proprietary software with open source software in a certain manner, we could, under certain open

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source licenses, be required to release the source code of our proprietary software to the public. This would allow our competitors to create similar solutions with lower development effort and time and ultimately put us at a competitive disadvantage.

Although we monitor our use of open source software to avoid subjecting our products to conditions we do not intend, the terms of many open source licenses have not been interpreted by United States courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our services. Moreover, we cannot guarantee that our processes for controlling our use of open source software will be effective. If we are held to have breached the terms of an open source software license, we could be required to seek licenses from third parties to continue operating our platform on terms that are not economically feasible, to re-engineer our platform or the supporting computational infrastructure to discontinue use of certain code, or to make generally available, in source code form, portions of our proprietary code, any of which could adversely affect our business, operating results and financial condition.

***Our growth depends, in part, on the success of our strategic relationships with third parties, including ready access to hardware in key locations to facilitate the delivery of our solution and reliable management of Internet traffic.***

We anticipate that we will continue to depend on various third-party relationships in order to grow our business. We continue to pursue additional relationships with third parties, such as technology and content providers, real-time advertising exchanges, market research companies, co-location facilities and other strategic partners. Identifying, negotiating and documenting relationships with third parties requires significant time and resources as does integrating third-party data and services. Our agreements with channel partners and providers of technology, computer hardware, co-location facilities, content and consulting services and real-time advertising exchanges are typically non-exclusive, do not prohibit them from working with our competitors or from offering competing services and do not typically have minimum purchase commitments. Our competitors may be effective in providing incentives to third parties to favor their products or services or to prevent or reduce purchases of our solution. In addition, these third parties may not perform as expected under our agreements with them, and we may have disagreements or disputes with such third parties, which could negatively affect our brand and reputation.

In particular, our continued growth depends on our ability to source computer hardware, including servers built to our specifications, and the ability to locate those servers and related hardware in co-location facilities in the most desirable locations to facilitate the timely delivery of our services. Similarly, disruptions in the services provided at co-location facilities that we rely upon can degrade the level of services that we can provide, which may harm our business. We also rely on our integration with many third-party technology providers to execute our business on a daily basis. We must efficiently direct a large amount of network traffic to and from our servers to consider tens of billions of bid requests per day, and each bid typically must take place in approximately 100 milliseconds. We rely on a third-party domain name service, or DNS, to direct traffic to our closest data center for efficient processing. If our DNS provider experiences disruptions or performance problems, this could result in inefficient balancing of traffic across our servers as well as impairing or preventing web browser connectivity to our site, which may harm our business.

***Legal claims resulting from the actions of our advertisers could damage our reputation and be costly to defend.***

We do not independently verify whether we are permitted to deliver advertising to our advertisers' Internet users or that the content of the advertisements we deliver is legally permitted. We receive representations from advertisers that the content of the advertising that we place on their behalf is

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lawful. We also rely on representations from our advertisers that they maintain adequate privacy policies that allow us to place pixels on their websites and collect data from users that visit those websites to aid in delivering our solution. If any of these representations are untrue and our advertisers do not abide by federal, state or local laws governing their content or privacy practices we may become subject to legal claims against us, we will be exposed to potential liability (for which we may or may not be indemnified), and our reputation may be damaged.

***Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement and other losses.***

Our agreements with advertisers, advertising agencies, and other third parties may include indemnification provisions under which we agree to indemnify them for losses suffered or incurred as a result of claims of intellectual property infringement, damages caused by us to property or persons, or other liabilities relating to or arising from our products, services, or other contractual obligations. The term of these indemnity provisions generally survives termination or expiration of the applicable agreement. Large indemnity payments could harm our business, operating results and financial condition.

***We have identified material weaknesses in our internal controls in the past, and if we do not continue to develop effective internal controls, we may not be able to accurately report our financial results or prevent fraud, and our business may suffer as a result.***

When we are no longer an "emerging growth company," we will be required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal controls over financial reporting. We will need to disclose any material weaknesses identified by our management in our internal controls over financial reporting, as well as provide a statement that our independent registered public accounting firm has issued an opinion on our internal controls over financial reporting, provided that our independent registered public accounting firm will not be required to formally attest to the effectiveness of our internal controls over financial reporting until our first annual report required to be filed with the Securities and Exchange Commission, or SEC, following the later of the date we are deemed to be an "accelerated filer" or a "large accelerated filer," each as defined in the Securities Exchange Act of 1934, as amended, or the Exchange Act, or the date we are no longer an "emerging growth company," as defined in the Jumpstart Our Businesses Act of 2012, or the JOBS Act.

In connection with the audit of our financial statements for the year ended December 31, 2010, certain material weaknesses were identified in our internal controls resulting from a lack of qualified personnel within our accounting function that possessed an appropriate level of expertise to perform certain functions. We have since remediated these material weaknesses. We are continuing to develop our internal controls, processes and reporting systems to comply with these requirements, by, among other things, hiring qualified personnel with expertise to perform specific functions, implementing software systems to manage our revenue and expenses and to allow us to budget and undertake multi-year financial planning and analyses. This process has been and will be time consuming, costly and complicated. We may not be successful in implementing these systems or in developing other internal controls, which may undermine our ability to provide accurate, timely and reliable reports on our financial and operating results. For example, in connection with filing the registration statement of which this prospectus forms a part, errors were identified in the unaudited consolidated statement of cash flows for the six months ended June 30, 2012. We have since corrected these errors and concluded that such corrections are immaterial. However, if we identify additional errors that result in material weaknesses in our internal controls over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated. If we identify new material weaknesses in our internal controls over financial reporting, if we are unable to comply with the requirements of

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Section 404 in a timely manner, if we are unable to assert that our internal controls over financial reporting are effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock could be negatively affected. As a result of such failures, we could also become subject to investigations by the stock exchange on which our securities are listed, the SEC, or other regulatory authorities, and become subject to litigation from investors and stockholders, which could harm our reputation, financial condition or divert financial and management resources from our core business.

***Economic downturns and political and market conditions beyond our control could adversely affect our business, financial condition and results of operations.***

Our business depends on the overall demand for advertising and on the economic health of our current and prospective advertisers. Economic downturns or instability in political or market conditions may cause current or new advertisers to reduce their advertising budgets. Adverse economic conditions and general uncertainty about economic recovery are likely to affect our business prospects. In particular, uncertainty regarding the budget crisis in the United States may cause general business conditions in the United States and elsewhere to deteriorate or become volatile, which could cause advertisers to delay, decrease or cancel purchases of our solution; and expose us to increased credit risk on advertiser orders, which, in turn, could negatively impact our business, financial condition and results of operations. In addition, concerns over the sovereign debt situation in certain countries in the EU as well as continued geopolitical turmoil in many parts of the world have and may continue to put pressure on global economic conditions, which could lead to reduced spending on advertising.

***Our business is subject to the risk of earthquakes, fire, power outages, floods and other catastrophic events, and to interruption by manmade problems such as terrorism.***

We maintain servers at co-location facilities in California, Georgia, Virginia, the Netherlands and Hong Kong that we use to deliver advertising campaigns for our advertisers, and expect to add other data centers at co-location facilities in the future. Any of our facilities may be harmed or rendered inoperable by natural or man-made disasters, including earthquakes, tornadoes, hurricanes, wildfires, floods, nuclear disasters, acts of terrorism or other criminal activities, infectious disease outbreaks and power outages, any of which may render it difficult or impossible for us to operate our business for some period of time. For example, in October 2012, Hurricane Sandy caused our former data center in New York to cease operations because of storm damage, which caused us to divert online traffic to other facilities. Our corporate headquarters and the co-location facility where we maintain data used in our business operations are both located in the San Francisco Bay Area, a region known for seismic activity. If we were to lose the data stored in our California co-location facility, it could take several days, if not weeks, to recreate this data from multiple sources, which could result in significant negative impact on our business operations, and potential damage to our advertiser and advertising agency relationships. Our facilities would likely be costly to repair or replace, and any such efforts would likely require substantial time. Any disruptions in our operations could negatively impact our business and results of operations, and harm our reputation. In addition, we may not carry sufficient business interruption insurance to compensate for the losses that may occur. Any such losses or damages could have a material adverse effect on our business, financial condition and results of operations.

***We may acquire other businesses, which could require significant management attention, disrupt our business, dilute stockholder value and adversely affect our results of operations.***

As part of our business strategy, we may make investments in or acquisitions of complementary companies, products or technologies. However, we have not made any acquisitions to date, and as a result, our ability as an organization to acquire and integrate other companies, products or technologies



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in a successful manner is unproven. We may not be able to find suitable acquisition candidates, and we may not be able to complete such acquisitions on favorable terms, if at all. If we do complete acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, and any acquisitions we complete could be viewed negatively by our advertisers, advertising agencies and investors or could subject us to class action law suits that often follow public company acquisitions. In addition, if we are unsuccessful at integrating employees or technologies acquired, our revenue and results of operations could be adversely affected. Any integration process may require significant time and resources, and we may not be able to manage the process successfully. We may not successfully evaluate or use the acquired technology or employees, or accurately forecast the financial impact of an acquisition transaction, including accounting charges. We may have to pay cash, incur debt or issue equity securities to pay for any such acquisition, each of which could adversely affect our financial condition or the value of our common stock. The sale of equity or issuance of debt to finance any such acquisitions could result in dilution to our stockholders. The incurrence of indebtedness would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations.

***If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our operating results could fall below the expectations of securities analysts and investors, resulting in a decline in our stock price.***

The preparation of financial statements in conformity with generally accepted accounting principles, or GAAP, requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. Our operating results may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our operating results to fall below the expectations of securities analysts and investors, resulting in a decline in our stock price. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to revenue recognition, stock-based compensation, contract manufacturing liabilities and income taxes.

***Our loan agreement contains operating and financial covenants that may restrict our business and financing activities.***

Borrowings under our loan and security agreement with Comerica Bank, or Comerica, are secured by substantially all of our assets, including our intellectual property. Our loan and security agreement also restricts our ability to, among other things:

- dispose of or sell our assets;
- make material changes in our business or management;
- consolidate or merge with other entities;
- incur additional indebtedness;
- create liens on our assets;
- pay dividends;
- make investments;
- enter into transactions with affiliates; and
- pay off or redeem subordinated indebtedness.



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These restrictions are subject to certain exceptions. In addition, our loan and security agreement with Comerica requires us to comply with a minimum EBITDA covenant and maintain a minimum liquidity ratio.

The operating and financial restrictions and covenants in the loan and security agreement, as well as any future financing agreements that we may enter into, may restrict our ability to finance our operations, engage in, expand or otherwise pursue our business activities and strategies. We have failed to comply with certain of these covenants in the past. For example, as of December 31, 2012 and June 30, 2013, we were not in compliance with certain financial and non-financial covenants in the loan and security agreement, including a covenant related to permitted indebtedness for a corporate credit card account balance. Although we have been able to obtain a waiver for each such covenant violation in the past, there is no guarantee that our lender will waive such violations in the future. Our ability to comply with these covenants may be affected by events beyond our control, and future breaches of any of these covenants could result in a default under the loan and security agreements. If not waived, future defaults could cause all of the outstanding indebtedness under our loan and security agreement to become immediately due and payable and terminate all commitments to extend further credit.

If we do not have or are unable to generate sufficient cash available to repay our debt obligations when they become due and payable, either upon maturity or in the event of a default, we may not be able to obtain additional debt or equity financing on favorable terms, if at all, which may negatively impact our ability to operate and continue our business as a going concern.

***Our ability to use our net operating losses to offset future taxable income may be subject to certain limitations which could subject our business to higher tax liability.***

We may be limited in the portion of net operating loss carryforwards that we can use in the future to offset taxable income for U.S. federal and state income tax purposes. At December 31, 2012, we had U.S. federal net operating loss carryforwards, or NOLs, of approximately \$22.4 million and state NOLs of \$17.2 million. A lack of future taxable income would adversely affect our ability to utilize these NOLs. In addition, under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an "ownership change" is subject to limitations on its ability to utilize its NOLs to offset future taxable income. We believe that we experienced an ownership change under Section 382 of the Code in prior years that may limit our ability to utilize a portion of the NOLs. As a result of the ownership change, we estimate that the utilization of U.S. federal NOLs of \$11.7 million and state NOLs of \$10.5 million are subject to annual limitations under Section 382. In addition, future changes in our stock ownership, including this or future offerings, as well as other changes that may be outside of our control, could result in additional ownership changes under Section 382 of the Code. Our NOLs may also be impaired under similar provisions of state law. We have recorded a full valuation allowance related to our NOLs and other net deferred tax assets due to the uncertainty of the ultimate realization of the future benefits of those assets. Our NOLs may expire unutilized or underutilized, which could prevent us from offsetting future taxable income.

***The forecasts of market growth included in this prospectus may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, we cannot assure you our business will grow at similar rates, if at all.***

Growth forecasts are subject to significant uncertainty and are based on assumptions and estimates which may not prove to be accurate. The forecasts in this prospectus relating to the expected growth in the digital advertising and real-time buying markets may prove to be inaccurate. For more information regarding the forecasts of market growth included in this prospectus, see the section entitled "Market and Industry Data."

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**Risks Related to this Offering, the Securities Markets and Ownership of Our Common Stock**

*The price of our common stock may be volatile and the value of your investment could decline.*

Technology stocks have historically experienced high levels of volatility. The trading price of our common stock following this offering may fluctuate substantially. Following the completion of this offering, the market price of our common stock may be higher or lower than the price you pay in the offering, depending on many factors, some of which are beyond our control and may not be related to our operating performance. These fluctuations could cause you to lose all or part of your investment in our common stock. Factors that could cause fluctuations in the trading price of our common stock include the following:

announcements of new offerings, products, services or technologies, commercial relationships, acquisitions or other events by us or our competitors;

price and volume fluctuations in the overall stock market from time to time;

significant volatility in the market price and trading volume of technology companies in general and of companies in the digital advertising industry in particular;

fluctuations in the trading volume of our shares or the size of our public float;

actual or anticipated changes or fluctuations in our results of operations;

whether our results of operations meet the expectations of securities analysts or investors;

actual or anticipated changes in the expectations of investors or securities analysts;

litigation involving us, our industry, or both;

regulatory developments in the United States, foreign countries, or both;

general economic conditions and trends;

major catastrophic events;

lockup releases, sales of large blocks of our common stock;

departures of key employees; or

an adverse impact on the company from any of the other risks cited herein.

In addition, if the market for technology stocks or the stock market, in general, experience a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, results of operations or financial condition. The trading price of our

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common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. If our stock price is volatile, we may become the target of securities litigation. Securities litigation could result in substantial costs and divert our management's attention and resources from our business. This could have a material adverse effect on our business, results of operations and financial condition.

*Sales of substantial amounts of our common stock in the public markets, including when the "lock-up" or "market standoff" period ends, or the perception that sales might occur, could reduce the price of our common stock and may dilute your voting power and your ownership interest in us.*

Sales of a substantial number of shares of our common stock in the public market after this offering, or the perception that these sales could occur, could adversely affect the market price of our common stock and may make it more difficult for you to sell your common stock at a time and price that you deem appropriate. Based on the total number of outstanding shares of our common stock as

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of June 30, 2013, upon completion of this offering, we will have 32,493,777 shares of common stock outstanding. All of the shares of common stock sold in this offering will be freely tradable without restrictions or further registration under the Securities Act of 1933, as amended, or the Securities Act, except for any shares held by our "affiliates" as defined in Rule 144 under the Securities Act. In addition, the shares of common stock purchased by The Private Equity Group of J.P. Morgan Investment Management Inc., on behalf of an advised client account, will be subject to lock-up restrictions as described below and may not be sold for a period of 180 days from the date of this prospectus.

Subject to certain exceptions described under the caption "Underwriting," we and all of our directors and officers and substantially all of our stockholders have agreed not to offer, sell or agree to sell, directly or indirectly, any shares of common stock without the permission of the representatives of the underwriters for a period of 180 days from the date of this prospectus. In addition, if The Private Equity Group of J.P. Morgan Investment Management Inc., on behalf of an advised client account, purchases shares through the directed share program, the advised client account will be subject to these lock-up restrictions with respect to any shares it purchases pursuant to that program. When the lock-up period expires, we and our locked-up security holders will be able to sell shares in the public market. In addition, the underwriters may, in their sole discretion, release all or some portion of the shares subject to lock-up agreements prior to the expiration of the lock-up period. See the section of this prospectus entitled "Shares Eligible for Future Sale" for more information. Sales of a substantial number of such shares upon expiration, or the perception that such sales may occur, or early release of the lock-up, could cause our share price to fall or make it more difficult for you to sell your common stock at a time and price that you deem appropriate.

Based on shares outstanding as of June 30, 2013, holders of up to approximately 25,964,374 shares, or 80%, of our common stock after this offering, will have rights, subject to some conditions, to require us to file registration statements covering the sale of their shares or to include their shares in registration statements that we may file for ourselves or other stockholders. We also intend to register the offer and sale of all shares of common stock that we may issue under our equity compensation plans.

We may issue our shares of common stock or securities convertible into our common stock from time to time in connection with a financing, acquisition, investments or otherwise. Any such issuance could result in substantial dilution to our existing stockholders and cause the trading price of our common stock to decline.

***Insiders will continue to have substantial control over us after this offering, which could limit your ability to influence the outcome of key transactions, including a change of control.***

Our directors, executive officers and each of our stockholders who own greater than 5% of our outstanding common stock, in the aggregate, will beneficially own approximately 75% of the outstanding shares of our common stock after this offering, based on the number of shares outstanding as of June 30, 2013. As a result, these stockholders will be able to influence or control matters requiring approval by our stockholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. They may also have interests that differ from yours and may vote in a manner that is adverse to your interests. This concentration of ownership may have the effect of deterring, delaying or preventing a change of control of our company, could deprive our stockholders of an opportunity to receive a premium for their common stock as part of a sale of our company and might ultimately affect the market price of our common stock.

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***We cannot assure you that a market will develop for our common stock or what the market price of our common stock will be.***

We cannot assure you that an active trading market for our common stock will develop or, if developed, that any market will be sustained. We cannot predict the prices at which our common stock will trade. The initial public offering price of our common stock will be determined by negotiations with the underwriters and may not bear any relationship to the market price at which our common stock will trade after this offering or to any other established criteria of the value of our business.

***We have broad discretion in the use of net proceeds that we receive in this offering, and if we do not use those proceeds effectively, your investment could be harmed.***

The principal purposes of this offering are to raise additional capital, to create a public market for our common stock and to facilitate our future access to the public equity markets. We have not yet determined the specific allocation of the net proceeds that we receive in this offering. We intend to use the net proceeds that we receive in this offering for working capital and general corporate purposes, including expansion of our sales and marketing organization, further development and expansion of our product offerings, possible acquisitions of, or investments in, businesses, technologies or other assets or repayment of all or a portion of our indebtedness. Accordingly, our management will have broad discretion over the specific use of the net proceeds that we receive in this offering and might not be able to obtain a significant return, if any, on investment of these net proceeds. Investors in this offering will need to rely upon the judgment of our management with respect to the use of proceeds. If we do not use the net proceeds that we receive in this offering effectively, our business, results of operations and financial condition could be harmed.

***The requirements of being a public company may strain our resources, divert our management's attention and affect our ability to attract and retain qualified board members.***

As a public company, we will be subject to the reporting requirements of the Exchange Act, and will be required to comply with the applicable requirements of the Sarbanes-Oxley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of The NASDAQ Stock Market and other applicable securities rules and regulations. Compliance with these rules and regulations will increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. Among other things, the Exchange Act requires that we file annual, quarterly and current reports with respect to our business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm our business and results of operations. Although we have already hired additional employees to comply with these requirements, we may need to hire even more employees in the future, which will increase our costs and expenses.

We also expect that being a public company and these new rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our Audit Committee and Compensation Committee, and qualified executive officers.

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***We are an "emerging growth company," and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.***

For so long as we remain an "emerging growth company" as defined in the JOBS Act, we may take advantage of certain exemptions from various requirements that are applicable to public companies that are not "emerging growth companies," including not being required to comply with the independent auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We may take advantage of these exemptions for so long as we are an "emerging growth company," which could be as long as five years following the completion of this offering. Investors may find our common stock less attractive because we rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock, and our stock price may be more volatile and may decline.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of an extended transition period for complying with new or revised accounting standards. However, we chose to "opt out" of such extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates adoption of such standards is required for non-emerging growth companies. Our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

***Because the initial public offering price of our common stock will be substantially higher than the pro forma net tangible book value per share of our outstanding common stock following this offering, new investors will experience immediate and substantial dilution.***

The initial public offering price of our common stock will be substantially higher than the pro forma net tangible book value per share of our common stock immediately following this offering based on the total value of our tangible assets less our total liabilities. Therefore, if you purchase shares of our common stock in this offering, you will experience immediate dilution of \$21.56 per share, the difference between the price per share you pay (based on the midpoint of the price range on the cover of this prospectus) for our common stock and the pro forma net tangible book value per share of our common stock as of June 30, 2013, after giving effect to the issuance of shares of our common stock in this offering. See the section entitled "Dilution."

***If securities or industry analysts do not publish research or reports about our business, or publish inaccurate or unfavorable research reports about our business, our share price and trading volume could decline.***

The trading market for our common stock will, to some extent, depend on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us should downgrade our shares or change their opinion of our business prospects, our share price would likely decline. If one or more of these analysts ceases coverage of our company or fails to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

***We do not intend to pay dividends for the foreseeable future and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.***

We have never declared or paid any dividends on our common stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the future. As a result, you may only receive a return on your investment in our



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common stock if the market price of our common stock increases. In addition, one of our credit facilities contains restrictions on our ability to pay dividends.

***Our charter documents and Delaware law could discourage takeover attempts and lead to management entrenchment.***

Our amended and restated certificate of incorporation and amended and restated bylaws that will be in effect upon completion of this offering contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors that are not nominated by the current members of our board of directors or take other corporate actions, including effecting changes in our management. These provisions include:

a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors;

the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquiror;

the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of our board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;

a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;

the requirement that a special meeting of stockholders may be called only by the chairman of our board of directors, our president, our secretary, or a majority vote of our board of directors, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;

the requirement for the affirmative vote of holders of at least 66<sup>2</sup>/<sub>3</sub>% of the voting power of all of the then-outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation relating to the management of our business or our amended and restated bylaws, which may inhibit the ability of an acquiror to effect such amendments to facilitate an unsolicited takeover attempt;

the ability of our board of directors, by majority vote, to amend our amended and restated bylaws, which may allow our board of directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquiror to amend our amended and restated bylaws to facilitate an unsolicited takeover attempt; and

advance notice procedures with which stockholders must comply to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of us.

In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus, including the sections entitled "Prospectus Summary," "Risk Factors," "Use of Proceeds," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Business," contains forward-looking statements. The words "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "plan," "expect" and similar expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements concerning the following:

our future financial and operating results;

our ability to maintain an adequate rate of revenue growth;

our business plan and our ability to effectively manage our growth and associated investments;

our ability to attract and retain advertisers and advertising agencies;

our ability to further penetrate our existing customer base;

our ability to maintain our competitive technological advantages against competitors in our industry;

our ability to timely and effectively adapt our existing technology;

our ability to introduce new offerings and bring them to market in a timely manner;

our ability to maintain, protect and enhance our brand and intellectual property;

our ability to continue to expand internationally;

the effects of increased competition in our market and our ability to compete effectively;

our plans to use the proceeds from this offering;

costs associated with defending intellectual property infringement and other claims;

our expectations concerning relationships with third parties;

the attraction and retention of qualified employees and key personnel;

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future acquisitions of or investments in complementary companies or technologies;

the effects of seasonal trends on our results of operations; and

our ability to comply with evolving legal standards and regulations, particularly concerning data protection and consumer privacy.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in "Risk Factors" and elsewhere in this prospectus. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for us to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this prospectus may not occur and actual results could differ materially and adversely from those anticipated or implied in our forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances described

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in the forward-looking statements will be achieved or occur. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We undertake no obligation to update publicly any forward-looking statements for any reason after the date of this prospectus to conform these statements to actual results or to changes in our expectations, except as required by law.

You should read this prospectus and the documents that we reference in this prospectus and have filed with the Securities and Exchange Commission as exhibits to the registration statement of which this prospectus is a part with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect.

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**MARKET AND INDUSTRY DATA**

Unless otherwise indicated, information contained in this prospectus concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity and market size, is based on information from various sources, including International Data Corporation, or IDC, eMarketer Inc., or eMarketer, and Magna Global USA, Inc., or MAGNA GLOBAL, on assumptions based on such data and other similar sources, and on our knowledge of the markets for our solution. This information involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate is necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in "Risk Factors" and elsewhere in this prospectus. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us.

Certain information in the text of the prospectus is contained in independent industry publications. The sources of these independent industry publications are provided below:

- (1) eMarketer, *Consumers Spending More Time with Mobile as Growth Slows for Time Online*, October 2012.
- (2) eMarketer, *Worldwide Ad Spending Forecast: Emerging Markets, Mobile Provide Opportunities for Growth*, January 2013.
- (3) IDC, *Real-Time Bidding in the United States and Worldwide, 2011-2016*, sponsored by PubMatic, October 2012.
- (4) IDC *Digital Universe Study*, sponsored by EMC Corporation, December 2012.

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**USE OF PROCEEDS**

We estimate that the net proceeds from our sale of 4,000,000 shares of common stock in this offering at an assumed initial public offering price of \$25.50 per share, the midpoint of the price range reflected on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately \$90.3 million. A \$1.00 increase (decrease) in the assumed initial public offering price would increase (decrease) the net proceeds to us from this offering by \$3.7 million, assuming the number of shares offered by us, as reflected on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions. The selling stockholders will sell shares in this offering only if the over-allotment option is exercised. We will not receive any proceeds from the sale of shares by the selling stockholders, although we have agreed to pay the expenses of the selling stockholders associated with this offering other than underwriting discounts and commissions.

The principal purposes of this offering are to increase our capitalization and financial flexibility, create a public market for our stock, thereby enabling access to the public equity markets by our employees and stockholders, obtain additional capital, and increase our visibility in the marketplace. We intend to use the net proceeds received from this offering primarily for general corporate purposes, including working capital, sales and marketing activities, product development, general and administrative matters and capital expenditures. We may also use a portion of the net proceeds to repay outstanding indebtedness, or for the acquisition of, or investment in, technologies, solutions or businesses that complement our business, although we have no present commitments to complete any such transactions at this time. We will have broad discretion over the uses of the net proceeds of this offering. Pending these uses, we intend to invest the net proceeds from this offering in short-term, investment-grade interest-bearing securities such as money market accounts, certificates of deposit, commercial paper and guaranteed obligations of the U.S. government.

**DIVIDEND POLICY**

We have never declared or paid cash dividends on our common stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends on our common stock in the foreseeable future, if at all. Any future determination to declare dividends will be made at the discretion of our board of directors and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our board of directors may deem relevant. In addition, our loan and security agreement contains restrictions on our ability to pay dividends.

Table of Contents**CAPITALIZATION**

The following table sets forth our cash and cash equivalents and capitalization as of June 30, 2013, on:

an actual basis;

a pro forma basis, giving effect to the automatic conversion of all outstanding shares of preferred stock into 19,478,932 shares of common stock and the reclassification of the preferred stock warrant liability to additional paid-in capital upon the conversion of all of our outstanding warrants to purchase shares of preferred stock into warrants to purchase shares of common stock, each to be effective immediately upon the consummation of this offering as if such conversion had occurred on June 30, 2013; and

a pro forma as adjusted basis to reflect, in addition, (i) the automatic conversion of an outstanding warrant into a total of 161,533 shares of our common stock in connection with the completion of this offering and (ii) our sale of 4,000,000 shares of common stock in this offering at an assumed initial public offering price of \$25.50 per share, the midpoint of the price range listed on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses.

You should read the information in this table together with our consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" appearing elsewhere in this prospectus.

	As of June 30, 2013		
	Actual	Pro Forma	Pro Forma As Adjusted(1)
	(in thousands, except share and per share data)		
Cash and cash equivalents	\$ 21,985	\$ 21,985	\$ 112,285
Debt obligations, current and non-current	\$ 21,853	\$ 21,853	\$ 21,853
Convertible preferred stock warrant liability	5,096		
Stockholders' equity:			
Convertible preferred stock, \$0.001 par value; 19,788,015 authorized; 19,478,932 issued and outstanding, actual; no shares authorized, issued and outstanding pro forma and pro forma as adjusted	60,617		
Preferred Stock, \$0.001 par value, no shares authorized, issued and outstanding, actual; 100,000,000 shares authorized, no shares issued and outstanding, pro forma and pro forma as adjusted			
Common stock, \$0.001 par value: 39,435,110 shares authorized; 8,853,312 shares issued and outstanding, actual; 39,435,110 shares authorized, 28,332,244 shares issued and outstanding, pro forma; 1,000,000,000 shares authorized, 32,493,777 shares issued and outstanding, pro forma as adjusted	8	27	31
Additional paid-in capital	7,835	73,529	163,527
Accumulated other comprehensive loss	(125)	(125)	(125)
Accumulated deficit	(35,454)	(35,454)	(35,454)
<b>Total stockholders' equity</b>	<b>32,881</b>	<b>37,977</b>	<b>127,979</b>
<b>Total capitalization</b>	<b>\$ 59,830</b>	<b>\$ 59,830</b>	<b>\$ 149,832</b>

(1)

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Each \$1.00 increase (decrease) in the assumed initial public offering price of \$25.50 per share, which is the midpoint of the price range set forth on the cover page of this prospectus, would increase (decrease) each of cash and cash equivalents,



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additional paid-in capital, total stockholders' equity and total capitalization by approximately \$3.7 million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same, and after deducting estimated underwriting discounts and commissions. Similarly, each increase (decrease) of one million shares in the number of shares offered by us would increase (decrease) cash and cash equivalents, additional paid-in capital, total stockholders' equity and total capitalization by approximately \$23.7 million, assuming the assumed initial public offering price remains the same, and after deducting estimated underwriting discounts and commissions. The pro forma as adjusted information discussed above is illustrative only and will be adjusted based on the actual initial public offering price and other terms of this offering determined at pricing.

The number of shares of our common stock to be outstanding after this offering is based on 28,493,777 shares of our common stock outstanding as of June 30, 2013, and excludes:

7,607,735 shares of common stock issuable upon the exercise of options outstanding as of June 30, 2013 pursuant to our 2008 Equity Incentive Plan, or 2008 Plan, with a weighted-average exercise price of \$6.06 per share;

155,000 shares of common stock issuable upon the exercise of options granted after June 30, 2013 pursuant to our 2008 Plan, with a weighted-average exercise price of \$20.05 per share;

40,150 shares of common stock issuable upon the vesting of restricted stock units granted after June 30, 2013 pursuant to our 2008 Plan;

104,997 shares of common stock issuable upon the exercise of a convertible preferred stock warrant outstanding as of June 30, 2013, with an exercise price of \$0.9286 per share; and

7,009,437 shares of common stock reserved for future grants under our stock-based compensation plans, consisting of

1,009,437 shares of common stock as of June 30, 2013 reserved for future grants under our 2008 Plan, which shares will be added to the shares to be reserved under our 2013 Equity Incentive Plan, or 2013 Plan, which will become effective upon the completion of this offering;

5,000,000 shares of common stock reserved for future grants under our 2013 Plan;

1,000,000 shares of common stock reserved for future issuance under our 2013 Employee Stock Purchase Plan, or ESPP, which will become effective upon the completion of this offering; and

any shares of common stock that become available subsequent to this offering under our 2013 Plan and ESPP pursuant to the provisions thereof that automatically increase the shares reserved for issuance under such plans each year, as more fully described in "Executive Compensation Employee Benefit and Stock Plans."

Table of Contents**DILUTION**

If you invest in our common stock, your interest will be diluted to the extent of the difference between the amount per share paid by purchasers of shares of common stock in this offering and the pro forma as adjusted net tangible book value per share of common stock immediately after the completion of this offering.

As of June 30, 2013, our pro forma net tangible book value was approximately \$38.0 million, or \$1.33 per share of common stock. Our pro forma net tangible book value per share represents the amount of our total tangible assets reduced by the amount of our total liabilities and divided by the total number of shares of our common stock outstanding as of June 30, 2013, assuming the conversion of all outstanding shares of our convertible preferred stock into shares of common stock and the reclassification of the preferred stock warrant liability to additional paid-in capital, each immediately prior to the completion of this offering.

After giving effect to (i) the automatic conversion of an outstanding warrant into a total of 161,533 shares of our common stock in connection with the completion of this offering and (ii) our sale in this offering of 4,000,000 shares of our common stock, at an assumed initial public offering price of \$25.50 per share, the midpoint of the price range reflected on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses, our pro forma as adjusted net tangible book value as of June 30, 2013 would have been approximately \$128.0 million, or \$3.94 per share of our common stock. This represents an immediate increase in pro forma as adjusted net tangible book value of \$2.61 per share to our existing stockholders and an immediate dilution of \$21.56 per share to investors purchasing shares in this offering.

The following table illustrates this dilution:

Assumed initial public offering price per share	\$ 25.50
Pro forma net tangible book value per share as of June 30, 2013, before giving effect to this offering	\$ 1.33
Increase in pro forma net tangible book value per share attributable to new investors purchasing shares in this offering	\$ 2.61
Pro forma as adjusted net tangible book value per share, after giving effect to this offering	\$ 3.94
Dilution per share to new investors purchasing shares in this offering	\$ 21.56

A \$1.00 increase (decrease) in the assumed initial public offering price of \$25.50 per share, the midpoint of the price range reflected on the cover page of this prospectus, would increase (decrease) our pro forma as adjusted net tangible book value, after giving effect to this offering, by \$0.11 per share, and the dilution per share to new investors purchasing shares in this offering by \$0.11 per share, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same, and after deducting estimated underwriting discounts and commissions.

The following table summarizes, on a pro forma as adjusted basis as of June 30, 2013 after giving effect to (i) the automatic conversion of all of our convertible preferred stock into common stock, (ii) the effectiveness of our amended and restated certificate of incorporation and (iii) the completion of this offering at an assumed initial public offering price of \$25.50 per share, the midpoint of the price range reflected on the cover page of this prospectus, the difference between existing stockholders and new investors with respect to the number of shares of common stock purchased from us, the total

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consideration paid to us and the average price per share paid, before deducting estimated underwriting discounts and commissions and estimated offering expenses:

	Shares Purchased		Total Consideration		Average Price
	Number	Percent	Amount	Percent	Per Share
Existing stockholders	28,493,777	87.7%	\$ 61,627,200	37.7%	\$ 2.16
New public investors	4,000,000	12.3	102,000,000	62.3	25.50
<b>Total</b>	<b>32,493,777</b>	<b>100.0%</b>	<b>\$ 163,627,200</b>	<b>100.0%</b>	

A \$1.00 increase (decrease) in the assumed initial public offering price of \$25.50 per share, the midpoint of the price range reflected on the cover page of this prospectus, would increase (decrease) total consideration paid by new investors and total consideration paid by all stockholders by approximately \$4.0 million, assuming that the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same.

To the extent that our outstanding warrants or any of our outstanding options are exercised, investors will experience further dilution.

Except as otherwise indicated, the above discussion and tables assume no exercise of the underwriters' over-allotment option. If the underwriters exercise their over-allotment option in full, our existing stockholders would own 85.9% and our new investors would own 14.1% of the total number of shares of our common stock outstanding upon the completion of this offering.

The number of shares of our common stock to be outstanding after this offering is based on 28,493,777 shares of our common stock outstanding as of June 30, 2013, and excludes:

7,607,735 shares of common stock issuable upon the exercise of options outstanding as of June 30, 2013 pursuant to our 2008 Equity Incentive Plan, or 2008 Plan, with a weighted-average exercise price of \$6.06 per share;

155,000 shares of common stock issuable upon the exercise of options granted after June 30, 2013 pursuant to our 2008 Plan, with a weighted-average exercise price of \$20.05 per share;

40,150 shares of common stock issuable upon the vesting of restricted stock units granted after June 30, 2013 pursuant to our 2008 Plan;

104,997 shares of common stock issuable upon the exercise of a convertible preferred stock warrant outstanding as of June 30, 2013, with an exercise price of \$0.9286 per share; and

7,009,437 shares of common stock reserved for future grants under our stock-based compensation plans, consisting of

1,009,437 shares of common stock as of June 30, 2013 reserved for future grants under our 2008 Plan, which shares will be added to the shares to be reserved under our 2013 Equity Incentive Plan, or 2013 Plan, which will become effective upon the completion of this offering;

5,000,000 shares of common stock reserved for future grants under our 2013 Plan;

1,000,000 shares of common stock reserved for future issuance under our 2013 Employee Stock Purchase Plan, or ESPP, which will become effective upon the completion of this offering; and

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any shares of common stock that become available subsequent to this offering under our 2013 Plan and ESPP pursuant to the provisions thereof that automatically increase the shares reserved for issuance under such plans each year, as more fully described in "Executive Compensation Employee Benefit and Stock Plans."

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA**

The following selected consolidated financial and other data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited consolidated financial statements and related notes, which are included elsewhere in this prospectus. The consolidated statements of operations data for the years ended December 31, 2011 and 2012 and the consolidated balance sheet data as of December 31, 2011 and 2012 are derived from the audited consolidated financial statements that are included elsewhere in this prospectus. The consolidated statement of operations data for the year ended December 31, 2010, as well as the consolidated balance sheet data as of December 31, 2010, is derived from audited financial consolidated financial statements that are not included in this prospectus. The consolidated statements of operations data for the six months ended June 30, 2012 and 2013 and the consolidated balance sheet data as of June 30, 2013 are derived from our unaudited consolidated financial statements appearing elsewhere in this prospectus. We have included, in our opinion, all adjustments, consisting only of normal recurring adjustments, which we consider necessary for a fair presentation of the financial information set forth in those statements. Our historical results are not necessarily indicative of the results to be expected in the future, and our interim results are not necessarily indicative of the results to be expected for the full year or any other period.

	Years Ended December 31,			Six Months Ended June 30,	
	2010	2011	2012	2012	2013
(in thousands, except per share data)					
<b>Consolidated Statement of Operations Data:</b>					
Revenue(1)	\$ 16,527	\$ 44,652	\$ 106,589	\$ 39,592	\$ 92,581
Cost of revenue(2)	10,875	27,300	60,011	22,033	49,652
Gross profit	5,652	17,352	46,578	17,559	42,929
<b>Operating expenses:</b>					
Research and development(2)	1,039	1,545	4,876	1,538	6,123
Sales and marketing(2)	6,071	17,256	41,069	15,542	34,649
General and administrative(2)	1,521	2,336	8,403	2,570	10,952
Total operating expenses	8,631	21,137	54,348	19,650	51,724
Loss from operations	(2,979)	(3,785)	(7,770)	(2,091)	(8,795)
<b>Other expense, net:</b>					
Interest expense	(166)	(250)	(316)	(170)	(353)
Other income (expense) net	9	33	135	92	(368)
Change in fair value of convertible preferred stock warrant liability	(106)	(295)	(2,308)	(262)	(2,355)
Other expense, net	(263)	(512)	(2,489)	(340)	(3,076)
Loss before income taxes	(3,242)	(4,297)	(10,259)	(2,431)	(11,871)
Provision for income taxes		(28)	(84)	(39)	(40)
Net loss	\$ (3,242)	\$ (4,325)	\$ (10,343)	\$ (2,470)	\$ (11,911)
Basic and diluted net loss per share attributable to common stockholders(3)	\$ (0.48)	\$ (0.57)	\$ (1.29)	\$ (0.31)	\$ (1.43)
Basic and diluted weighted-average shares used to compute net loss per share attributable to common stockholders	6,794	7,600	8,024	7,923	8,347
Basic and diluted pro forma net loss per share attributable to common stockholders(3)			\$ (0.29)		\$ (0.34)
Basic and diluted weighted-average shares used to compute pro forma net loss per share attributable to common stockholders			27,664		27,987



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(1) Beginning January 1, 2011, we adopted a new authoritative guidance on multiple arrangements on a prospective basis. The adoption did not materially impact the comparability of revenue between the periods presented.

(2) Stock-based compensation expense was as follows:

	Years Ended December 31,			Six Months Ended June 30,	
	2010	2011	2012	2012	2013
	(in thousands)				
Cost of revenue	\$ 13	\$ 8	\$ 37	\$ 15	\$ 118
Research and development	20	66	1,100	65	1,320
Sales and marketing	8	83	1,450	139	1,403
General and administrative	\$ 41	\$ 164	\$ 3,321	\$ 315	\$ 3,600

(3) See Note 9 to our consolidated financial statements for a description of the method used to compute basic and diluted net loss per share attributable to common stockholders and pro forma basic and diluted net loss per share attributable to common stockholders.

	Years Ended December 31,			Six Months Ended June 30,	
	2010	2011	2012	2012	2013
	(in thousands)				
<b>Other Financial Data:</b>					
Revenue less media costs(1)	\$ 7,209	\$ 22,003	\$ 55,920	\$ 21,427	\$ 51,292
Adjusted EBITDA(2)	\$ (2,869)	\$ (3,125)	\$ (2,981)	\$ (1,179)	\$ (4,284)

(1) Revenue less media costs is a financial measure not presented in accordance with generally accepted accounting principles, or GAAP. We define revenue less media costs as GAAP revenue less media costs. Media costs consist of costs for advertising impressions we purchase from real-time advertising exchanges or other third parties. Please see " Non-GAAP Financial Measures Revenue less media costs" for more information as to the limitations of using non-GAAP measures and for the reconciliation of revenue less media costs to revenue, the most directly comparable financial measure calculated in accordance with GAAP.

(2) Adjusted EBITDA is a non-GAAP financial measure. We define adjusted EBITDA as net loss before income tax (expense) benefit, interest expense, net, depreciation and amortization (excluding amortization of internal use software), and stock-based compensation expense and change in fair value of convertible preferred stock warrant liability. Please see " Non-GAAP Financial Measures Adjusted EBITDA" for more information as to the limitations of using non-GAAP measures and for the reconciliation of adjusted EBITDA to net loss, the most directly comparable financial measure calculated in accordance with GAAP.

	As of December 31,			As of
	2010	2011	2012	June 30,
	2013			
	(in thousands)			
<b>Consolidated Balance Sheet Data:</b>				
Cash and cash equivalents	\$ 8,523	\$ 5,071	\$ 14,896	\$ 21,985
Property, equipment and software, net	\$ 2,212	\$ 4,941	\$ 10,939	\$ 13,800
Working capital	\$ 11,192	\$ 12,962	\$ 37,935	\$ 41,478
Total assets	\$ 17,839	\$ 27,158	\$ 75,189	\$ 99,781
Debt obligations, current and non-current	\$ 2,736	\$ 4,379	\$ 6,966	\$ 21,853
Total stockholders' equity	\$ 10,982	\$ 13,389	\$ 40,863	\$ 32,881

### Non-GAAP Financial Measures

#### Revenue Less Media Costs

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Revenue less media costs is a non-GAAP financial measure defined as GAAP revenue less media costs. Media costs consist of costs for advertising impressions we purchase from real-time advertising



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exchanges or through other third parties. We present revenue less media costs as a metric used by us for evaluation and decision-making purposes. A limitation of revenue less media costs is that it is a measure that we have defined for internal purposes that may be unique to us, and therefore it may not enhance the comparability of our results to other companies in our industry that have similar business arrangements but present the impact of media costs differently. Management compensates for these limitations by also relying on the comparable GAAP financial measures of revenue, cost of revenue and total operating expenses. The following table presents a reconciliation of revenue less media costs to revenue for each of the periods indicated:

	Years Ended December 31,			Six Months Ended June 30,	
	2010	2011	2012	2012	2013
	(in thousands)				
Revenue	\$ 16,527	\$ 44,652	\$ 106,589	\$ 39,592	\$ 92,581
Less: Media costs	(9,318)	(22,649)	(50,669)	(18,165)	(41,289)
Revenue less media costs	\$ 7,209	\$ 22,003	\$ 55,920	\$ 21,427	\$ 51,292

### *Adjusted EBITDA*

To provide investors with additional information regarding our financial results, we have presented adjusted EBITDA, a non-GAAP financial measure. We have provided below a reconciliation of adjusted EBITDA to net loss, the most directly comparable GAAP financial measure.

We have presented adjusted EBITDA in this prospectus because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget, to develop short and long-term operational plans, and to determine bonus payouts. In particular, we believe that the exclusion of the expenses eliminated in calculating adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business. Additionally, adjusted EBITDA is a key financial measure used by the compensation committee of our board of directors in connection with the determination of compensation for our executive officers. Accordingly, we believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

Our use of adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. Some of these limitations are as follows:

although depreciation and amortization of property and equipment (excluding amortization of internal use software) are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;

adjusted EBITDA does not reflect: (i) changes in, or cash requirements for, our working capital needs; (ii) the potentially dilutive impact of equity-based compensation; or (iii) tax payments that may represent a reduction in cash available to us; and

other companies, including companies in our industry, may calculate adjusted EBITDA or similarly titled measures differently, which reduces its usefulness as a comparative measure.

Because of these and other limitations, you should consider adjusted EBITDA along with other GAAP-based financial performance measures, including various cash flow metrics, net income or loss,

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and our other GAAP financial results. The following table presents a reconciliation of adjusted EBITDA to net loss for each of the periods indicated:

	Years Ended December 31,			Six Months Ended June 30,		January 1, 2010 through June 30, 2013
	2010	2011	2012	2012	2013	
	(in thousands)					
Net loss	\$ (3,242)	\$ (4,325)	\$ (10,343)	\$ (2,470)	\$ (11,911)	\$ (29,821)
Adjustments:						
Interest expense, net	158	250	316	170	353	1,085
Provision for income taxes		28	84	39	40	152
Depreciation and amortization expense (excludes amortization of internal use software)	68	463	1,333	505	1,279	3,143
Stock-based compensation expense	41	164	3,321	315	3,600	7,126
Change in fair value of convertible preferred stock warrant liability	106	295	2,308	262	2,355	5,056
Total adjustments	373	1,200	7,362	1,291	7,627	16,562
Adjusted EBITDA	\$ (2,869)	\$ (3,125)	\$ (2,981)	\$ (1,179)	\$ (4,284)	\$ (13,259)

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

*You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the consolidated financial statements and the related notes to the consolidated financial statements included later in this prospectus. In addition to historical financial information, the following discussion contains forward-looking statements that reflect our plans, estimates, beliefs and expectations that involve risks and uncertainties. Our actual results and the timing of events could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this prospectus, particularly in "Risk Factors" and "Special Note Regarding Forward-Looking Statements."*

**Overview**

Rocket Fuel is a technology company that has developed an Artificial Intelligence and Big Data-driven predictive modeling and automated decision-making platform. Our technology is designed to address the needs of markets in which the volume and speed of information render real-time human analysis infeasible. We are focused on the large and growing digital advertising market that faces these challenges.

There are tens of billions of daily trades across all digital advertising exchanges, thousands of times more than the number of daily trades executed by NASDAQ and the NYSE combined. Our Artificial Intelligence, or AI, system autonomously purchases ad spots, or impressions, one at a time, on these exchanges to create portfolios of impressions designed to optimize the goals of our advertisers, such as increased sales, heightened brand awareness and decreased cost per customer acquisition. We believe that our customers value our solution, as our revenue retention rate was 134% and 175% for the years ended December 31, 2011 and 2012, respectively. We define our "revenue retention rate" with respect to a given twelve-month period as (i) revenue recognized during such period from customers that contributed to revenue recognized in the prior twelve-month period divided by (ii) total revenue recognized in such prior twelve-month period.

Benefiting from our unique combination of technology and industry expertise, we have rapidly grown our business, building a diversified customer base that, during 2012, was comprised of over 65 of the Advertising Age 100 Leading National Advertisers and over 40 of the Fortune 100 companies.

Our solution is designed to optimize both direct-response campaigns focused on generating specific consumer purchases or responses, generally defined as cost per action goals, as well as brand campaigns geared towards lifting brand metrics, generally defined as cost-per-click and brand survey goals. For the six months ended June 30, 2013, direct response campaigns contributed approximately two-thirds of our revenue, with the remaining one-third of our revenue generated through brand campaigns. We have successfully run advertising campaigns for products and brands ranging from consumer products to luxury automobiles to travel. We provide a differentiated solution that is simple, powerful, scalable and extensible across geographies, industry verticals and advertising channels.

We generate revenue by delivering digital advertisements to consumers through our solution across display, mobile, social and video channels. Historically, our revenue has predominantly come from display advertising because display advertising inventory was the first to be made available for programmatic buying through real-time advertising exchanges. The digital advertising industry is rapidly adopting programmatic buying for mobile, social and video advertising, accelerating the amount of digital advertising inventory available through real-time advertising exchanges. We offer a single solution for advertisers across all of these channels to compete for a larger share of advertisers' budgets. While a substantial majority of our revenue currently comes from display advertising, we are focused on offering advertisers a comprehensive solution that addresses the display, mobile, social and video channels.

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Our contracts typically have a term of less than a year, and we recognize revenue as we deliver advertising impressions, subject to satisfying all other revenue recognition criteria. Our revenue recognition policies are discussed in more detail under " Critical Accounting Policies and Estimates."

The majority of our revenue is generated in North America. We believe the markets outside of North America offer an opportunity for growth, and we intend to make additional investments in research and development and sales and marketing to expand in these markets. Revenue generated outside of North America was \$1.2 million, \$10.3 million and \$11.3 million for the years ended December 31, 2011 and 2012 and for the six months ended June 30, 2013, respectively.

We plan to invest for long-term growth. We anticipate that our operating expenses will increase significantly in the foreseeable future as we invest in research and development to enhance our solution and in sales and marketing to acquire new customers and reinforce our relationships with existing customers. We believe that these investments will contribute to our long-term growth, although they will reduce our profitability in the near term.

Since our incorporation in March 2008, we have achieved significant growth as we have scaled our platform and expanded our offerings. As our customers experience the performance of their media campaigns on our platform, we often receive feedback that we are a top performer, and consequently, we often receive increased allocations that contribute to our revenue growth. For the years ended December 31, 2010, 2011 and 2012, our revenue was \$16.5 million, \$44.7 million and \$106.6 million, respectively, representing a compound annual growth rate, or CAGR, of 154%. For the six months ended June 30, 2012 and 2013, our revenue was \$39.6 million and \$92.6 million, respectively, representing period-over-period growth of 134%. For the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013, our net loss was \$(3.2) million, \$(4.3) million, \$(10.3) million, \$(2.5) million and \$(11.9) million, respectively. For the years ended December 31, 2010, 2011 and 2012 and for the six months ended June 30, 2012 and 2013, our adjusted EBITDA was \$(2.9) million, \$(3.1) million, \$(3.0) million, \$(1.2) million and \$(4.3) million, respectively. Adjusted EBITDA is a non-GAAP financial measure. For a definition of adjusted EBITDA, an explanation of our management's use of this measure and a reconciliation of adjusted EBITDA to our net loss, see "Selected Consolidated Financial Data Non-GAAP Financial Measures."

### **Key Operating and Financial Performance Metrics**

We monitor the key operating and financial performance metrics set forth below to help us evaluate growth, establish budgets, measure the effectiveness of our research and development and sales and marketing and other investments, and assess our operational efficiencies. Revenue less media costs, adjusted EBITDA, and number of active customers are discussed immediately following the table below. Revenue is discussed under the headings " Components of Our Results of Operations" and " Results of Operations."

	Years Ended December 31,		Six Months Ended June 30,	
	2011	2012	2012	2013
	(in thousands, except number of active customers)			
Revenue	\$ 44,652	\$ 106,589	\$ 39,592	\$ 92,581
Revenue less media costs (non-GAAP)	\$ 22,003	\$ 55,920	\$ 21,427	\$ 51,292
Adjusted EBITDA (non-GAAP)	\$ (3,125)	\$ (2,981)	\$ (1,179)	\$ (4,284)
Number of active customers	266	536	341	784

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***Revenue Less Media Costs***

Revenue less media costs is a non-GAAP financial measure defined by us as generally accepted accounting principles, or GAAP, revenue less media costs. Media costs consist of costs for advertising impressions we purchase from real-time advertising exchanges or through other third parties. We believe that revenue less media costs is a meaningful measure of operating performance because it is frequently used for internal management purposes, indicates the performance of our solution in balancing the goals of delivering exceptional results to advertisers while meeting our margin objectives and facilitates a more complete period-to-period understanding of factors and trends affecting our underlying revenue performance. Please see "Selected Consolidated Financial Data Non-GAAP Financial Measures" for more information as to the limitations of using non-GAAP measures and for a reconciliation of revenue less media costs to revenue, the most directly comparable financial measure calculated in accordance with GAAP.

***Adjusted EBITDA***

Adjusted EBITDA is a non-GAAP financial measure defined by us as net loss before income tax (expense) benefit, interest expense, net, depreciation and amortization (excluding amortization of internal use software), stock-based compensation expense and change in fair value of convertible preferred stock warrant liability. We have presented adjusted EBITDA in this prospectus because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget, to develop short and long-term operating plans and to determine bonus payouts. In particular, we believe that the exclusion of the expenses eliminated in calculating adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business. Additionally, adjusted EBITDA is a key financial measure used by the compensation committee of our board of directors in connection with the determination of compensation for our executive officers. Accordingly, we believe that adjusted EBITDA provides useful information in understanding and evaluating our operating results. Please see "Selected Consolidated Financial Data Non-GAAP Financial Measures" for information regarding the limitations of using adjusted EBITDA as a financial measure and for a reconciliation of adjusted EBITDA to net loss, the most directly comparable financial measure calculated in accordance with GAAP.

***Number of Active Customers***

We define an active customer as a customer from whom we recognized revenue in the last three months. Each customer can be either an advertiser who purchases our solution from us directly or an advertiser who purchases our solution through an advertising agency or other third party. We count all advertisers within a single corporate structure as one customer even in cases where multiple brands, branches or divisions of an organization enter into separate contracts with us. We believe that our ability to increase the number of active customers using our solution is an important indicator of our ability to grow our business, although we expect this number to fluctuate based on the seasonality in our business.

**Factors Affecting Our Performance**

We believe that the growth of our business and our future success depend on various opportunities, challenges and other factors, including the following:

***Investment in Growth***

We plan to invest for long-term growth. We anticipate that our operating expenses will increase significantly in the foreseeable future as we invest in research and development to enhance our

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solution, in sales and marketing to acquire new customers and reinforce our relationships with existing customers and in our infrastructure, including our IT, financial and administrative systems and controls. We are also investing to further automate our business processes with the goal of enhancing our profitability. We believe that these investments will contribute to our long-term growth, although they will reduce our profitability in the near term. We also believe that as our sales team becomes more seasoned, we will experience an increase in sales productivity.

***Ability to Increase Penetration in All Channels***

Historically, our revenue has predominantly come from display advertising. Our future performance is dependent on our continued ability to penetrate and grow our revenue in display, as well as mobile, social and video channels.

***Customer Growth and Retention***

While we have a significant customer base, we must continue to attract new customers, and gain a larger amount of our current customers' advertising budgets, to continue our growth. We believe our ability to attract new customers and retain and increase revenue from our existing customers is an important element of our business. Our number of active customers increased from 266 as of December 31, 2011 to 536 as of December 31, 2012, and our revenue retention rate was 175% for the year ended December 31, 2012. Of the \$106.6 million of revenue for the year ended December 31, 2012, \$78.2 million, or 73%, was from customers that contributed to revenue recognized in the prior year.

***Growth of the Real-time Advertising Exchange Market and Digital Advertising***

Our performance is significantly affected by growth rates in both real-time advertising exchanges and the digital advertising channels that we address. These markets have grown rapidly in the past several years, and any acceleration, or slowing, of this growth would affect our overall performance.

***Seasonality***

In the advertising industry, companies commonly experience seasonal fluctuations in revenue. For example, many advertisers allocate the largest portion of their budgets to the fourth quarter of the calendar year to coincide with increased holiday purchasing. Historically, the fourth quarter of the year reflects our highest level of advertising activity, and the first quarter reflects the lowest level of such activity. We expect our revenue to continue to fluctuate based on seasonal factors that affect the advertising industry as a whole.

**Components of Our Results of Operations**

***Revenue***

We generate revenue by delivering digital advertisements to consumers through the display channel and other channels. The display channel excludes advertising delivered to mobile devices and advertising delivered through social and video channels. For the year ended December 31, 2012 and the six months ended June 30, 2013, direct-response campaigns, which are focused on generating specific consumer purchases or responses, contributed approximately two-thirds of our revenue, while brand campaigns, which are focused on lifting brand metrics, contributed the remaining one-third of our revenue. We predominantly contract with advertising agencies who purchase our solution on behalf of advertisers. When we contract with an agency, it acts as an agent for a disclosed principal, which is the advertiser. Our contracts usually also provide that if the advertiser does not pay the agency, the agency is not liable to us, and we must seek payment solely from the advertiser. Our contracts with advertisers, including advertising agencies representing advertisers, are generally in the form of an insertion order.

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An insertion order is a contract that outlines the terms and conditions of an advertising campaign and its objectives. Our contracts typically have a term of less than a year, and we recognize revenue as we deliver advertising impressions, subject to satisfying all other revenue recognition criteria. Our revenue recognition policies are discussed in more detail under " Critical Accounting Policies and Estimates."

***Cost of Revenue***

Cost of revenue consists primarily of media costs, and to a lesser extent, data center costs, personnel costs, depreciation expense, amortization of internal use software development costs on revenue-producing technologies and allocated costs. Media costs consist primarily of costs for advertising impressions we purchase from real-time advertising exchanges and other third parties, which are expensed when incurred. We typically pay these advertising exchanges on a CPM basis. Personnel costs include salaries, bonuses, stock-based compensation expense and employee benefit costs. These personnel costs are primarily attributable to individuals maintaining our servers and members of our network operations group, which initiates, sets up and launches advertising campaigns. We capitalize costs associated with software that is developed or obtained for internal use and amortize these costs in cost of revenue over the internal use software's useful life. Cost of revenue also includes purchased data, third-party data center costs and depreciation of data center equipment. We anticipate that our cost of revenue will increase in absolute dollars as our revenue increases.

***Operating Expenses***

We classify our operating expenses into three categories: research and development, sales and marketing and general and administrative. Our operating expenses consist primarily of personnel costs, and, to a lesser extent, professional fees and allocated costs. Personnel costs for each category of operating expense generally include salaries, bonuses and commissions for sales personnel, stock-based compensation expense and employee benefit costs.

*Research and development.* Our research and development expenses consist primarily of personnel costs and professional services associated with the ongoing development and maintenance of our technology. We believe that continued investment in technology is critical to attaining our strategic objectives, and, as a result, we expect research and development expenses to increase in absolute dollars in future periods.

*Sales and marketing.* Our sales and marketing expenses consist primarily of personnel costs (including commissions) and, to a lesser extent, allocated costs, professional services, brand marketing, travel, trade shows and marketing materials. Our sales organization focuses on (i) marketing our solution to generate awareness; (ii) increasing the adoption of our solution by existing and new advertisers; and (iii) expanding our international business, primarily by growing our sales team in certain countries in which we currently operate and establishing a presence in additional countries. As a result, we expect sales and marketing expenses to increase in absolute dollars in future periods.

*General and administrative.* Our general and administrative expenses consist primarily of personnel costs associated with our executive, finance, legal, human resources, compliance and other administrative personnel, as well as accounting and legal professional services fees, allocated costs and other corporate expenses. We expect to continue to invest in corporate infrastructure and incur additional expenses associated with being a public company, including increased legal and accounting costs, investor relations costs, higher insurance premiums and compliance costs associated with Section 404 of the Sarbanes-Oxley Act of 2002. As a result, we expect general and administrative expenses to increase in absolute dollars in future periods.

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***Other Expense, Net***

*Interest expense.* Interest expense is related to our credit facilities and, in previous periods, our term debt.

*Other income (expense) net.* Other income (expense) net consists primarily of interest income, gains and losses on the sale and disposal of property, equipment and software, as well as gains and losses on foreign currency translation. We have foreign currency exposure related to our accounts receivable that are denominated currencies other than the U.S. dollar, principally the British pound sterling and euro.

*Change in fair value of convertible preferred stock warrant liability.* We have two outstanding warrants to purchase shares of our capital stock. The convertible preferred stock warrants are subject to re-measurement at each balance sheet date, and any change in fair value is recognized as a component of other expense, net. In connection with the closing of this offering, one of the warrants will automatically be converted into shares of common stock and the other warrant will be converted into a warrant to purchase shares of common stock. We will no longer be required to remeasure the value of the converted common stock warrant after this offering, and therefore, no further charges or credits related to such warrant will be made to other income and expense.

***Provision for Income Taxes***

Provision for income taxes consists primarily of federal and state income taxes in the United States and income taxes in foreign jurisdictions in which we conduct business. Due to uncertainty as to the realization of benefits from our deferred tax assets, including net operating loss carryforwards, research and development and other tax credits, we have a full valuation allowance reserved against such assets. We expect to maintain this full valuation allowance in the near term.



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The following tables set forth our consolidated results of operations and our consolidated results of operations as a percentage of revenue for the periods presented.

	Years Ended December 31,		Six Months Ended June 30,	
	2011	2012	2012	2013
(in thousands)				
<b>Consolidated Statement of Operations Data:</b>				
Revenue	\$ 44,652	\$ 106,589	\$ 39,592	\$ 92,581
Cost of revenue(1)	27,300	60,011	22,033	49,652
Gross profit	17,352	46,578	17,559	42,929
Operating expenses:				
Research and development(1)	1,545	4,876	1,538	6,123
Sales and marketing(1)	17,256	41,069	15,542	34,649
General and administrative(1)	2,336	8,403	2,570	10,952
Total operating expenses	21,137	54,348	19,650	51,724
Loss from operations	(3,785)	(7,770)	(2,091)	(8,795)
Other expense, net:				
Interest expense	(250)	(316)	(170)	(353)
Other income (expense) net	33	135	92	(368)
Change in fair value of convertible preferred stock warrant liability	(295)	(2,308)	(262)	(2,355)
Other expense, net	(512)	(2,489)	(340)	(3,076)
Loss before income taxes	(4,297)	(10,259)	(2,431)	(11,871)
Provision for income taxes	(28)	(84)	(39)	(40)
Net loss	\$ (4,325)	\$ (10,343)	\$ (2,470)	\$ (11,911)

(1)

Stock-based compensation expense included above was as follows:

	Years Ended December 31,		Six Months Ended June 30,	
	2011	2012	2012	2013
(in thousands)				
Cost of revenue	\$ 7	\$ 37	\$ 15	\$ 118
Research and development	8	734	96	759
Sales and marketing	66	1,100	65	1,320
General and administrative	83	1,450	139	1,403
	\$ 164	\$ 3,321	\$ 315	\$ 3,600

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	Years Ended December 31,		Six Months Ended June 30,	
	2011	2012	2012	2013
<b>Consolidated Statements of Operations Data:*</b>				
Revenue	100%	100%	100%	100%
Cost of revenue	61	56	56	54
Gross profit	39	44	44	46
Operating expenses:				
Research and development	3	5	4	7
Sales and marketing	39	39	39	37
General and administrative	5	8	6	12
Total operating expenses	47	51	50	56
Loss from operations	(8)	(7)	(5)	(9)
Other expense, net:				
Interest expense	(1)			
Other expense net				
Change in fair value of convertible preferred stock warrant liability	(1)	(2)	(1)	(3)
Other expense, net	(1)	(2)	(1)	(3)
Loss before income taxes	(10)	(10)	(6)	(13)
Provision for income taxes				
Net loss	(10)%	(10)%	(6)%	(13)%

\*  
Certain figures may not sum due to rounding.

**Comparison of the Six Months Ended June 30, 2012 and 2013****Revenue**

	Six Months Ended June 30,		Change	% Change
	2012	2013		
(in thousands, except percentages)				
Revenue	\$ 39,592	\$ 92,581	\$ 52,989	134%

Revenue increased \$53.0 million, or 134%, during the six months ended June 30, 2013 compared to the six months ended June 30, 2012. Revenue from the display channel was \$36.3 million, or 92%, of revenue and \$78.4 million, or 85%, of revenue for the six months ended June 30, 2012 and 2013, respectively. Revenue from other channels was \$3.3 million, or 8%, of revenue and \$14.2 million, or 15%, of revenue for the six months ended June 30, 2012 and 2013, respectively. Revenue from the display channel increased by \$42.1 million, or 116%, and revenue from other channels increased by \$10.9 million, or 336%, during the six months ended June 30, 2013 compared to the six months ended June 30, 2012. Revenue from each of our other channels was less than 10% of our revenue during each of those same periods. The increase in revenue was primarily due to a significant increase in the number of active customers adopting our solution. The number of active customers increased from 341 as of June 30, 2012 to 784 as of June 30, 2013, resulting in an increased number of campaigns during the six months ended June 30, 2013 compared to the six months ended June 30, 2012. Due to the higher number of campaigns, the volume of impressions delivered increased by 187% during the six months ended June 30, 2013 compared to the six months ended June 30, 2012. The average CPM, or cost per mille (or cost per thousand impressions), decreased by 19%, and revenue less media costs as a



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percentage of revenue increased slightly, in each case, during the six months ended June 30, 2013 compared to the six months ended June 30, 2012. Revenue from outside of North America increased from 8% to 12% during the six months ended June 30, 2012 and 2013, respectively.

**Cost of Revenue, Gross Profit and Gross Margin**

	Six Months Ended June 30,			
	2012	2013	Change	% Change
	(in thousands, except percentages)			
Cost of revenue	\$ 22,033	\$ 49,652	\$ 27,619	125%
Gross profit	\$ 17,559	\$ 42,929	\$ 25,370	144%
Gross margin	44%	46%		

Cost of revenue increased by \$27.6 million, or 125%, during the six months ended June 30, 2013 compared to the six months ended June 30, 2012. This increase was primarily due to an increase in media costs from \$18.2 million to \$41.3 million and, to a lesser extent, to an increase in data and hosting costs of \$1.5 million, an increase in depreciation and amortization of capitalized internal use software and other fixed assets of \$1.2 million and an increase in personnel costs of \$0.8 million. The \$23.1 million increase in media costs was due to our increased sales volume. Media costs represented approximately 46% and 45% of revenue in the six months ended June 30, 2012 and 2013, respectively. The decrease in media costs as a percentage of revenue was due to improvements in our AI-driven platform, which allowed us to more efficiently deliver our solution. The increase in personnel costs was primarily driven by increased headcount. The increase in data and hosting costs represents an increase in costs incurred to support our rapid growth. The amortization of capitalized internal use software was \$1.0 million and \$1.6 million for the six months ended June 30, 2012 and 2013, respectively. Gross margin increased from 44% for the six months ended June 30, 2012 to 46% for the six months ended June 30, 2013.

**Research and Development**

	Six Months Ended June 30,			
	2012	2013	Change	% Change
	(in thousands, except percentages)			
Research and development	\$ 1,538	\$ 6,123	\$ 4,585	298%
Percent of revenue	4%	7%		

Research and development expense increased by \$4.6 million, or 298%, during the six months ended June 30, 2013 compared to the six months ended June 30, 2012. This increase was primarily due to an increase in personnel expense of \$4.2 million and, to a lesser extent, to an increase in allocated costs of \$0.2 million and an increase in professional services costs of \$0.2 million. The increase in personnel expense and allocated costs was primarily due to an increase in headcount, which reflects our continued hiring of engineers to maintain our technologies and support our research and development efforts.

We capitalized internal use software development costs of \$2.0 million and \$3.2 million for the six months ended June 30, 2012 and 2013, respectively. The increase was due to additional headcount devoted to internal use software development.

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*Sales and Marketing*

	Six Months Ended June 30,			
	2012	2013	Change	% Change
(in thousands, except percentages)				
Sales and marketing	\$ 15,542	\$ 34,649	\$ 19,107	123%
Percent of revenue	39%	37%		