

Rocket Fuel Inc.
Form 4
September 27, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ninth MDV Partners, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
Rocket Fuel Inc. [FUEL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

3000 SAND HILL ROAD, BUILDING THREE, SUITE 290

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 09/25/2013 | | C | | 11,433,501 | A | See Footnote (1) |
| | | | | | <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | | |
| Common Stock | 09/25/2013 | | S | | \$ 480,770 | D | See Footnote (1) |
| | | | | | 26.97 | | |
| | | | | | 10,952,731 | I | |

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

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SEC 1474 (9-02)

number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|----------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (2) | 09/25/2013 | | C | | 9,153,564 | (2) | (2) | Common Stock | 9,153, |
| Series B Convertible Preferred Stock | (3) | 09/25/2013 | | C | | 1,684,149 | (3) | (3) | Common Stock | 1,684, |
| Series C Convertible Preferred Stock | (4) | 09/25/2013 | | C | | 340,773 | (4) | (4) | Common Stock | 340,7 |
| Series C-1 Convertible Preferred Stock | (5) | 09/25/2013 | | C | | 255,015 | (5) | (5) | Common Stock | 255,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ninth MDV Partners, L.L.C. 3000 SAND HILL ROAD BUILDING THREE, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| MDV IX LP 3000 SAND HILL ROAD BUILDING THREE, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| FEIBER JONATHAN D 3000 SAND HILL ROAD BUILDING THREE, SUITE 290 MENLO PARK, CA 94025 | | X | | |

Signatures

| | |
|--|------------|
| Ninth MDV Partners, L.L.C. By: /s/ Brett Teele, Authorized Signatory | 09/26/2013 |
| __Signature of Reporting Person | Date |
| MDV IX, L.P. By: Ninth MDV Partners, L.L.C., its General Partner by: /s/ Brett Teele, Authorized Signatory | 09/26/2013 |
| __Signature of Reporting Person | Date |
| /s/ Jonathan Feiber | 09/26/2013 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Shares directly held by MDV IX, L.P. ("MDV IX"), as nominee for MDV IX and MDV ENF IX, L.P. Ninth MDV Partners, L.L.C. ("Ninth MDV") is the General Partner of MDV IX. William Ericson, a director of the Issuer, and Jonathan Feiber are Managing Members of Ninth MDV. Each of William Ericson, Jonathan Feiber, and Ninth MDV may be deemed to share voting and dispositive power over the shares held by MDV IX. Each disclaims beneficial ownership of these securities except to the extent of his or its respective pecuniary interest therein. William Ericson is filing a separate Form 4.
- (1) The Series A Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's public offering and had no expiration date.
- (2) The Series B Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's public offering and had no expiration date.
- (3) The Series C Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's public offering and had no expiration date.
- (4) The Series C-1 Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's public offering and had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.