

Rocket Fuel Inc.
Form 4
June 20, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 *
Covington JoAnn

(Last) (First) (Middle)
1900 SEAPORT BLVD
(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, General Counsel, CPO

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|--|------|---|--------|--------|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 11.21 | 06/10/2016 | | D | | | | 5,000 | <u>(1)</u> | 03/07/2023 | Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 51.16 | 06/10/2016 | | D | | | | 8,000 | <u>(3)</u> | 02/06/2024 | Common Stock | 8,000 |
| Employee Stock Option (right to buy) | \$ 16.6 | 06/10/2016 | | D | | | | 12,500 | <u>(5)</u> | 08/28/2024 | Common Stock | 12,500 |
| Employee Stock Option (right to buy) | \$ 9.68 | 06/10/2016 | | D | | | | 10,000 | <u>(7)</u> | 03/25/2025 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 2.23 | 06/13/2016 | | A | | | 10,819 | | <u>(9)</u> | 06/13/2023 | Common Stock | 10,819 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Covington JoAnn 1900 SEAPORT BLVD REDWOOD CITY, CA 94063 | | | SVP, General Counsel, CPO | |

Signatures

/s/ Ken Scully, as attorney-in-fact for JoAnn Covington 06/20/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This option provided for one-fourth of the shares subject to the option to vest and become exercisable on March 1, 2014 and one forty-eighth of the shares to vest and become exercisable monthly thereafter.
- On June 10, 2016, the Issuer canceled, pursuant to the Issuer's option exchange program, an option for 5,000 shares of Rocket Fuel common stock granted to the reporting person on March 7, 2013. In exchange, the reporting person received a replacement option, for 1,250 shares, having an exercise price of \$2.23 per share.
- (3) This option provided for one-fourth of the shares subject to the option to vest and become exercisable on February 6, 2015 and one forty-eighth of the shares to vest and become exercisable monthly thereafter.
- On June 10, 2016, the Issuer canceled, pursuant to the Issuer's option exchange program, an option for 8,000 shares of Rocket Fuel common stock granted to the reporting person on February 6, 2014. In exchange, the reporting person received a replacement option, for 2,000 shares, having an exercise price of \$2.23 per share.
- (5) This option provided for one-fourth of the shares subject to the option to vest and become exercisable on August 8, 2015 and one forty-eighth of the shares to vest and become exercisable monthly thereafter.
- On June 10, 2016, the Issuer canceled, pursuant to the Issuer's option exchange program, an option for 12,500 shares of Rocket Fuel common stock granted to the reporting person on August 28, 2014. In exchange, the reporting person received a replacement option, for 3,125 shares, having an exercise price of \$2.23 per share.
- (7) This option provided for one-fourth of the shares subject to the option to vest and become exercisable on March 25, 2016 and one forty-eighth of the shares to vest and become exercisable monthly thereafter.
- On June 10, 2016, the Issuer canceled, pursuant to the Issuer's option exchange program, an option for 10,000 shares of Rocket Fuel common stock granted to the reporting person on March 25, 2015. In exchange, the reporting person received a replacement option, for 4,444 shares, having an exercise price of \$2.23 per share.
- (9) Shares subject to an option that vest and become exercisable in equal monthly installments over three years beginning from June 13, 2016.
- On June 10, 2016, the Issuer canceled, pursuant to the Issuer's option exchange program, four options totaling 35,500 shares with a weighted average exercise price of \$21.68 per share. In exchange, the reporting person received four replacement options, for a total of 10,819 shares, having an exercise price of \$2.23 per share.
- (10)

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.