

RENTRAK CORP  
Form 4  
February 11, 2015

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WPP plc

(Last) (First) (Middle)

27 FARM STREET

(Street)

LONDON, X0 W1J 5RJ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

RENTRAK CORP [RENT]

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

02/09/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 02/09/2015                              |   | P                                    | 32,109  | A<br>\$<br>54.0981<br>(1)  | 2,502,733   | I<br>See<br>Footnote<br>(2)                                       |
| Common<br>Stock                       | 02/09/2015                              |   | P                                    | 87,387  | A<br>\$<br>54.9733<br>(3)  | 2,590,120   | I<br>See<br>Footnote<br>(2)                                       |
| Common<br>Stock                       | 02/09/2015                              |   | P                                    | 8,699   | A<br>\$<br>55.9867<br>(4)  | 2,598,819   | I<br>See<br>Footnote<br>(2)                                       |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WPP plc<br>27 FARM STREET<br>LONDON, X0 W1J 5RJ  |               | X         |         |       |
| WPP Luxembourg Gamma Three S.a.r.l.<br>124 BOULEVARD DE LA PETRUSSE<br>LUXEMBOURG, N4 L-2330 |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| WPP plc, By: /s/ Paul Richardson, Group Finance Director                    | 02/11/2014 |
| __Signature of Reporting Person   | Date       |
| WPP Luxembourg Gamma Three S.a r.l., By: /s/ Thierry Lenders,<br>Manager    | 02/11/2014 |
| __Signature of Reporting Person   | Date       |
| WPP Luxembourg Gamma Three S.a r.l., By: /s/ Emile van Popering,<br>Manager | 02/11/2014 |
| __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).

- The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$53.47 to \$54.46, inclusive. The reporting persons undertake to provide to the SEC, Rentrak Corp., or any securityholder of Rentrak Corp., upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (3) and (4) to this Form 4.
- (1) These shares are owned directly by WPP Luxembourg Gamma Three S.a r.l., which is a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies. WPP plc is an indirect beneficial owner of the reported securities.
- (3) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$54.47 to \$55.46, inclusive.
- (4) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$55.47 to \$56.19, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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