

RENTRAK CORP
Form 4
February 12, 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
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(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)

02/10/2015

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2015		P		80,742	A	\$ 53.1724 (1)	2,679,561	I	See Footnote (2)
Common Stock	02/10/2015		P		76,653	A	\$ 54.1519 (3)	2,756,214	I	See Footnote (2)
Common Stock	02/10/2015		P		36,675	A	\$ 54.8642 (4)	2,792,889	I	See Footnote (2)
Common Stock	02/11/2015		P		1,448	A	\$ 55.5239 (5)	2,794,337	I	See Footnote (2)

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Common Stock	02/11/2015	P	20,593	A	\$ <u>(6)</u>	56.2885	2,814,930	I	See Footnote (2)
Common Stock	02/11/2015	P	17,459	A	\$ <u>(7)</u>	57.0743	2,832,389	I	See Footnote (2)
Common Stock	02/11/2015	P	67,900	A	\$ <u>(8)</u>	58.4404	2,900,289	I	See Footnote (2)
Common Stock	02/11/2015	P	93,808	A	\$ <u>(9)</u>	59.2903	2,994,097	I	See Footnote (2)
Common Stock	02/11/2015	P	43,792	A	\$ <u>(10)</u>	59.8428	3,037,889	I	See Footnote (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.

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(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 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WPP plc 27 FARM STREET LONDON, X0 W1J 5RJ	X

WPP Luxembourg Gamma Three S.a.r.l.
124 BOULEVARD DE LA PETRUSSE
LUXEMBOURG, N4 L-2330

X

Signatures

WPP plc, By: /s/ Paul Richardson, Group Finance Director

02/12/2015

__Signature of Reporting Person

Date

WPP Luxembourg Gamma Three S.a r.l., By: /s/ Emile van Popering,
Manager

02/12/2015

__Signature of Reporting Person

Date

WPP Luxembourg Gamma Three S.a r.l., By: /s/ Michel de Bodt, Manager

02/12/2015

__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) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$52.61 to \$53.58, inclusive. The reporting persons undertake to provide to the SEC, Rentrak Corporation, or any securityholder of Rentrak Corporation, 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.
 - (2) 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 \$53.61 to \$54.60, inclusive.
 - (4) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$54.61 to \$55.48, inclusive.
 - (5) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$54.71 to \$55.68, inclusive.
 - (6) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$55.77 to \$56.70, inclusive.
 - (7) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$56.72 to \$57.585, inclusive.
 - (8) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$57.73 to \$58.70, inclusive.
 - (9) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$58.71 to \$59.70, inclusive.
 - (10) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$59.705 to \$60.00, inclusive.

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.