

Rocket Fuel Inc.
Form 3
November 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Wootton Emmett Randolph III | | (Month/Day/Year) | Rocket Fuel Inc. [FUEL] | |
| (Last) | (First) | (Middle) | 11/02/2015 | |
| 1900 SEAPORT BLVD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| REDWOOD | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CITY, Â CA Â 94063 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Chief Executive Officer | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 53,750 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|-----------------|--------|---------|-------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 03/25/2025 | Common Stock | 15,000 | \$ 9.68 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 04/28/2025 | Common Stock | 37,500 | \$ 8.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wootton Emmett Randolph III 1900 SEAPORT BLVD REDWOOD CITY, CA 94063 | Â X | Â | Â Chief Executive Officer | Â |

Signatures

/s/ Ken Scully, as attorney-in-fact for Emmett Randolph
Wootton III

11/12/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 25,000 shares are represented by Restricted Stock Units ("RSUs"). One-fourth of the shares subject to the RSUs will vest on March 25, 2016 and one-eighth of the shares vest every six months thereafter. Additionally, 28,750 shares are represented by RSUs. One-fourth of the shares subject to the RSUs will vest on March 10, 2016 and one-eighth of the shares vest every six months thereafter.
 - (2) One-fourth of the shares subject to the option will vest and become exercisable on March 25, 2016 and one forty-eighth of the shares vest monthly thereafter.
 - (3) One-fourth of the shares subject to the option will vest and become exercisable on March 4, 2016 and one forty-eighth of the shares vest monthly thereafter.

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.