

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Salt Aaron</u>			2. Issuer Name and Ticker or Trading Symbol <u>RUBICON PROJECT, INC. [RUBI]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X General Counsel & Secy		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LOS ANGELES CA 90094</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2020		A ⁽¹⁾		241,532 ⁽¹⁾	A	(1)	241,532 ⁽²⁾	D	
Common Stock	04/01/2020		A		41,065 ⁽³⁾	A	\$0.00 ⁽³⁾	282,597	D	
Common Stock	04/01/2020		A		73,330 ⁽⁴⁾	A	\$0.00 ⁽⁴⁾	355,927	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$5.46	04/01/2020		A		28,852		(5)	03/05/2023	Common Stock	28,852	\$0.00	28,852	D	
Stock Option (Right to Buy)	\$7.74	04/01/2020		A		5,410		(5)	07/31/2023	Common Stock	5,410	\$0.00	5,410	D	
Stock Option (Right to Buy)	\$3.61	04/01/2020		A		56,137		(6)	02/27/2028	Common Stock	56,137	\$0.00	56,137	D	
Stock Option (Right to Buy)	\$5.16	04/01/2020		A		27,447		(7)	02/28/2029	Common Stock	27,447	\$0.00	27,447	D	
Stock Option (Right to Buy)	\$5.28	04/01/2020		A		30,876		(8)	04/01/2030	Common Stock	30,876	\$0.00	30,876	D	

Explanation of Responses:

- Received on April 1, 2020, the effective date (the "Effective Date") of the merger between the Issuer and Telaria, Inc. ("Telaria"), pursuant to that certain Agreement and Plan of Merger, dated as of December 19, 2019. At the closing of the merger, Telaria common stock and restricted stock units were converted to Issuer common stock and Issuer restricted stock units at an exchange ratio of 1.082.
- Includes (i) 27,050 shares underlying restricted stock units (the "RSUs"), which will vest on February 14, 2021; (ii) 13,871 shares underlying RSUs, which will vest 50% on February 14, 2021 and 50% on February 14, 2022; and (iii) 31,266 shares underlying RSUs, which will vest in three equal installments on each of February 14, 2021, February 14, 2022 and February 14, 2023, in each case, subject to continued service as of such vesting date.
- Grant to the Reporting Person of an RSU. Each RSU represents a contingent right to receive one share of common stock of the Issuer. The shares underlying the RSU will vest as to (i) 11,122 shares on May 15, 2021, (ii) 2,566 shares on each February 15, May 15, August 15 and November 15 thereafter until February 15, 2024 and (iii) 1,717 shares on May 15, 2024, provided the Reporting Person continues to provide services to the Issuer on each such vesting date.
- Grant to the Reporting Person of an RSU. Each RSU represents a contingent right to receive one share of common stock of the Issuer. The shares underlying the RSU will vest as to 50% on April 1, 2021 and 50% on April 1, 2022, provided the Reporting Person continues to provide services to the Issuer on each such vesting date.
- Immediately exercisable.
- 25% of the total number of shares underlying this option vested on February 14, 2019 and the remaining shares vest 1/36 per month over the next 36 months thereafter, subject to continued service to the Issuer through each vesting date.
- 25% of the total number of shares underlying this option vested on February 14, 2020 and the remaining shares vest 1/36 per month over the next 36 months thereafter, subject to continued service to the Issuer through each vesting date.
- 25% of the total number of shares underlying this option will vest on April 1, 2021 and the remaining shares vest 1/36 per month over the next 36 months thereafter, subject to continued service to the Issuer through each vesting date.

Remarks:

/s/ Aaron Saltz

04/03/2020

** Signature of Reporting Person

Date

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

* 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).

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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