

Rocket Fuel Inc.
Form 3
November 01, 2016

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 *

Å Gerdes Henrik
(Last) (First) (Middle)

1900 SEAPORT BLVD
(Street)

REDWOOD
CITY, Å CA Å 94063
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/27/2016

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Interim CFO

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ 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

36,385 ⁽¹⁾

D Å

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

SEC 1473 (7-02)

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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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

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)

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Employee Stock Option (right to buy)	Â (2)	05/18/2026	Common Stock	Shares 20,000	\$ 2.57	(I) (Instr. 5) D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gerdes Henrik 1900 SEAPORT BLVD REDWOOD CITY, CA 94063	Â	Â	Â Interim CFO	Â

Signatures

/s/ Ken Scully, as attorney-in-fact for Henrik Gerdes	11/01/2016
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**Signature of Reporting Person	Date
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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).
- 26,000 of these shares represent restricted stock units ("RSUs"), which will be settled in common stock upon vesting and vest as follows:
- (1) (i) for 10,000 of the shares represented by RSUs, one-fourth of such shares vest on September 25, 2015 and one-eighth of such shares vest every six months thereafter, (ii) for another 6,000 of the shares represented by RSUs, one-fourth of such shares vest on April 1, 2016 and one-eighth of such shares vest every six months thereafter and (iii) for the final 10,000 shares represented by RSUs, one-fourth of such shares vest on November 10, 2016 and one-eighth of such shares vest every six months thereafter. Additionally, 6,385 shares were acquired under the Rocket Fuel Inc 2013 Employee Stock Purchase Plan and 4,000 shares were acquired in an open market purchase.
 - (2) 50% of the shares subject to the option vest and become exercisable on May 18, 2017 and 50% of the shares vest and become exercisable on May 18, 2018.

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.