

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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Å Gerdes Henrik                           |          | (Month/Day/Year)                     | Rocket Fuel Inc. [FUEL]  |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 10/27/2016                           |  |  |
| 1900 SEAPORT BLVD                         |          |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   | (Street) |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| REDWOOD                                   |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| CITY, Å CA Å                              | 94063    |                                      | (give title below) (specify below)   |  |
| (City)                                    | (State)  | (Zip)                                | Interim CFO  |  |

**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 <sup>(1)</sup>                                 | D  | Å   |

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  |   |

|   |       |            |                 | Shares |         | (I)<br>(Instr. 5) |   |
|---|-------|------------|-----------------|--------|---------|-------------------|---|
| Employee Stock Option<br>(right to buy) | Â (2) | 05/18/2026 | Common<br>Stock | 20,000 | \$ 2.57 | D                 | Â |

## Reporting Owners

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

## Signatures

/s/ Ken Scully, as attorney-in-fact for Henrik Gerdes  
 11/01/2016  
 \*\*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).
- 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.