

Edgar Filing: Rocket Fuel Inc. - Form SC 13G

Rocket Fuel Inc.  
Form SC 13G  
February 04, 2015

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 2)\*

Rocket Fuel Inc

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

773111109

-----  
(CUSIP Number)

31st December 2014

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

-----  
1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

(Continued on following pages)

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CUSIP No. 773111109

Schedule 13G

Page 2 of 6 Pages

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

M&G Investment Management Limited  
No I.R.S Identification Number

2. CHECK THE APPROPRIATE BOX IF THE MEMBER OF A GROUP\*

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United Kingdom, England

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER  
4,327,265

7. SOLE DISPOTIVE POWER  
0

8. SHARED DISPOTIVE POWER  
4,387,209

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,387,209

10. CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.62%

12. TYPE OF REPORTING PERSON  
IA

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

M&G Investment Funds (1)  
No I.R.S Identification Number

2. CHECK THE APPROPRIATE BOX IF THE MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United Kingdom, England

5. SOLE VOTING POWER  
NUMBER OF SHARES 0

6. SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH 3,214,177

7. SOLE DISPOTIVE POWER  
REPORTING PERSON 0

8. SHARED DISPOTIVE POWER  
WITH 3,214,177

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,214,177

10. CHECK BOX IF AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.78%

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12. TYPE OF REPORTING PERSON  
OO

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Item 1(a). Name of Issuer:

Rocket Fuel Inc

Item 1(b). Address of Issuer's Principal Executive Offices:

1900 Seaport Blvd  
Redwood City, CA 94063

Item 2(a). Name of Person Filing:

M&G Investment Management Limited (MAGIM)  
M&G Investment Funds (1)

Item 2(b). Address of Principal Business Office or, if None,  
Residence:

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Governor's House, Laurence Pountney Hill, London, EC4R 0HH

Item 2(c). Citizenship:

United Kingdom, England

Item 2(d). Title of Class of Securities:

Common Stock Class A

Item 2(e). CUSIP Number:

773111109

Item 3. Type of Person:

(e) MAGIM is an investment advisor in accordance with s.240.13d-1(b)(1)(ii)(E)

All the securities covered by this report are legally owned by MAGIMs Investment advisory clients, and none are owned directly by MAGIM.

M&G Investment Funds (1) is an open-ended investment company with variable capital, incorporated in England and Wales and authorized by the Financial Conduct Authority. It is not registered with the Securities and Exchange

Commission under the investment company act of 1940.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 4,387,209

(b) Percent of Class: 10.62%

(c) Number of shares as to which such person has:

M&G Investment Management Limited

i)	sole power to vote or to direct the vote	0
		-----
(ii)	shared power to vote or to direct the vote	4,327,265
		-----
(iii)	sole power to dispose or to direct the disposition of	0
		-----
(iv)	shared power to dispose or to direct the disposition of	4,387,209
		-----
M&G Investment Funds (1)		
(i)	sole power to vote or to direct the vote	0
		-----
(ii)	shared power to vote or to direct the vote	3,214,177
		-----
(iii)	sole power to dispose or to direct the disposition of	0
		-----
(iv)	shared power to dispose or to direct the	

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disposition of

3,214,177  
-----

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Item 5.           Ownership of Five Percent or Less of Class.  
                  If this statement is being filed to report the fact that as of the  
                  date hereof the reporting person has ceased to be the beneficial  
                  owner of more than five percent of the class of securities, check  
                  the following

Not applicable.

Item 6.           Ownership of More than Five Percent on Behalf of Another  
                  Person.

Not applicable.

Item 7.           Identification and Classification of the Subsidiary Which  
                  Acquired the Security Being Reported on by the Parent Holding  
                  Company.

Not applicable.

Item 8.           Identification and Classification of Members of the Group.

Not applicable.

Item 9.           Notice of Dissolution of Group.

Not Applicable

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Item 10.          Certification.  
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(a) The following certification shall be included if the statement  
is filed pursuant to Rule 13d-1(b):

"By signing below I certify that, to the best of my knowledge  
and belief, the securities referred to above were acquired  
and are held in the ordinary course of business and were not  
acquired and are not held for the purpose of or with the  
effect of changing or influencing the control of the issuer of  
the securities and were not acquired and are not held in  
connection with or as a participant in any transaction  
having that purpose or effect. "

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: --//Mark Thomas/--

-----  
Name: Mark Thomas  
Title: Head of Notifiable Reporting  
Date: February 4, 2015

Exhibit A

AGREEMENT OF JOINT FILING

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agrees that the foregoing statement on Schedule 13G/A, is filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement on the 4th day of February, 2015.

M&G INVESTMENT MANAGEMENT LIMITED

Date: February 4, 2015 By /s/ Mark Thomas  
Head of M&G Notifiable Reporting

M&G INVESTMENT FUNDS (1)

Date: February 4, 2015 By /s/ Mark Thomas  
Head of M&G Notifiable Reporting