

Rubicon Technology, Inc.

Form 4

November 26, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CALDWELL DONALD R

(Last) (First) (Middle)

**C/O RUBICON TECHNOLOGY
INC., 9931 FRANKLIN AVENUE**

(Street)

FRANKLIN PARK, IL 60131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Rubicon Technology, Inc. [RBCN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	08/28/2007		C		265,078	A <u>(1)</u> <u>(2)</u>	265,078	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	11/21/2007		C		957,560 <u>(2)</u> <u>(3)</u> <u>(4)</u>	A <u>(2)</u> <u>(3)</u>	1,222,638	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	11/21/2007		C		1,575,124 <u>(2)</u> <u>(3)</u> <u>(4)</u>	A <u>(2)</u> <u>(3)</u>	2,797,762	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>
Common Stock	11/21/2007		C		1,433,056 <u>(2)</u> <u>(3)</u> <u>(4)</u>	A <u>(2)</u> <u>(3)</u>	4,230,818	I	See Footnotes

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								(2) (3) (4) (7)
Common Stock	11/21/2007	C	510,945 (2) (3) (4)	A	(2) (3)	4,741,763	I	See Footnotes (2) (3) (4) (8)
Common Stock	11/21/2007	C	3,262,323 (2) (3) (4)	A	(2) (3)	8,005,925	I	See Footnotes (2) (3) (4) (9)

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

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SEC 1474
(9-02)

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Preferred	(2)	08/28/2007		C			400,983	(2)	(2)	Common Stock
Series A Preferred	(2)	11/21/2007		C			1,322,026	(2)	(2)	Common Stock
Series B-2 Convertible Preferred	(2)	11/21/2007		C			6,254,599	(2)	(2)	Common Stock
Series C-2 Convertible Preferred	(2)	11/21/2007		C			10,366,138	(2)	(2)	Common Stock
Series D-2 Convertible Preferred	(2)	11/21/2007		C			3,256,147	(2)	(2)	Common Stock
Series E Convertible Preferred	(2)	11/21/2007		C			35,885,611	(2)	(2)	Common Stock
Common Stock Warrants	\$ 3.6478	11/21/2007		C		18,197		(2)	04/15/2008	Common Stock

Warrants to Purchase Series B-2 Preferred	\$ 0.56	11/21/2007	C		118,544	(2)	04/15/2008	Common Stock
Common Stock Warrants	\$ 3.6478	11/21/2007	C	18,197		(2)	06/10/2008	Common Stock
Warrants to Purchase Series B-2 Preferred	\$ 0.56	11/21/2007	C		118,544	(2)	06/10/2008	Common Stock
Common Stock Warrants	\$ 3.6478	11/21/2007	C	243,446		(2)	12/15/2015	Common Stock
Warrants to Purchase Series E Preferred	\$ 0.2806	11/21/2007	C		3,164,832	(2)	12/15/2015	Common Stock
Common Stock Warrants	\$ 3.6478	11/21/2007	C	24,380		(2)	01/27/2016	Common Stock
Warrants to Purchase Series E Preferred	\$ 0.2806	11/21/2007	C		316,945	(2)	01/27/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL DONALD R C/O RUBICON TECHNOLOGY INC. 9931 FRANKLIN AVENUE FRANKLIN PARK, IL 60131	X	X		

Signatures

/s/ Scott Glickson,
attorney-in-fact

11/26/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This transaction is being reported because it occurred within the six months prior to the initial public offering. On the date listed, Cross Atlantic Technology Fund L.P. and The Co-Investment 2000 Fund L.P. each converted 200,491 shares of Series A Preferred shares for 132,539 shares of common stock.

(2) The preferred shares are immediately convertible. The warrants are immediately exercisable. Each share of preferred stock converted automatically into common stock upon the closing of the issuer's initial public offering according to the following ratios: Series A Preferred Stock on a one-to-0.5536 ratio; Series B-2 Convertible Preferred Stock on a one-to-0.1535 ratio; Series C-2 Convertible Preferred Stock on a one-to-0.1009 ratio; Series D-2 Convertible Preferred Stock on a one-to-0.1246 ratio and Series E Convertible Preferred Stock on a one-to-0.0769 ratio. Each warrant for preferred shares converted automatically into warrants for common stock upon the closing of the issuer's initial public offering according to the same ratios.

(3) Consists of shares held by or issued to Cross Atlantic Technology Fund, L.P., Cross Atlantic Technology Fund, II, L.P., and/or The Co-Investment 2000 Fund, L.P. (the "Funds"). The Reporting Person is the owner and director of Cross Atlantic Capital Partners, Inc., which is the general partner of XATF Management, L.P., which is the general partner of Cross Atlantic Technology Fund, L.P. The Reporting Person is a director, shareholder and officer of Cross Atlantic Capital Partners II, Inc., which is the general partner of XATF Management II, L.P., which is the general partner of Cross Atlantic Technology Fund II, L.P. The Reporting Person is a shareholder, director and officer of Co-Invest Capital Partners, Inc., which is the general partner of Co-Invest Management, L.P., which is the general partner of The Co-Investment 2000 Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares held by the Funds except to the extent of his pecuniary interest therein.

(4) Amounts shown include shares of common stock issued upon the conversion in exchange for accrued dividends on the preferred stock at the following rates: Series A at \$ 9.6083 per share, Series B-2 at \$ 3.6478 per share, Series C-2 at \$ 7.5595 per share, Series D-2 at \$ 6.6690 per share and Series E at \$ 3.6478 per share.

(5) Consists of 478,780 shares issued to Cross Atlantic Technology Fund, L.P. and 478,780 shares issued to The Co-Investment 2000 Fund, L.P.

(6) Consists of 322,985 shares issued to Cross Atlantic Technology Fund, L.P. and 1,252,139 shares issued to The Co-Investment 2000 Fund, L.P.

(7) Consists of 716,528 shares issued to Cross Atlantic Technology Fund II, L.P. and 716,528 shares issued to The Co-Investment 2000 Fund, L.P.

(8) Consists of 160,454 shares issued to Cross Atlantic Technology Fund II, L.P. and 350,491 shares issued to The Co-Investment 2000 Fund, L.P.

(9) Consists of 2,439,690 shares issued to Cross Atlantic Technology Fund II, L.P., 44,929 shares issued to Cross Atlantic Technology Fund L.P., and 777,704 shares issuable to The Co-Investment 2000 Fund L.P.

(10) Represents warrants to purchase 24,308 preferred shares which were converted into warrants to purchase 3,731 shares of common stock held by Cross Atlantic Technology Fund, L.P., and warrants to purchase 94,236 shares of preferred shares which were converted into warrants to purchase 14,466 shares of common stock held by The Co-Investment 2000 Fund, L.P.

(11) Represents warrants to purchase 1,484,315 preferred shares which were converted into warrants to purchase 114,177 shares of common stock held by Cross Atlantic Technology Fund II, L.P.; and warrants to purchase 1,680,517 shares of preferred shares which were converted into warrants to purchase 129,269 shares of common stock held by The Co-Investment 2000 Fund, L.P.

(12) Represents warrants to purchase 179,740 shares of preferred shares which were converted into warrants to purchase 13,826 shares of common stock held by Cross Atlantic Technology Fund II, L.P., and warrants to purchase 137,205 preferred shares which were converted into warrants to purchase 10,554 shares of common stock held by The Co-Investment 2000 Fund, L.P.

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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