Rocket Fuel Inc. Form 3

December 16, 2014

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

SANKARAN DAVID M

1900 SEAPORT BLVD

(Last)

(First)

(Street)

(Middle)

Statement

(Month/Day/Year)

12/15/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Rocket Fuel Inc. [FUEL]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

10% Owner Director _X__ Officer

Other (give title below) (specify below) 6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

REDWOOD CITY, CAÂ 94063

(City)

1. Title of Security

(Instr. 4)

(State)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

Chief Financial Officer

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

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)

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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Title

Amount or Number of Derivative Security: Security Direct (D) or Indirect

(I) (Instr. 5)

1. Title of Derivative Security (Instr. 4)

Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Â

Director 10% Owner Officer Other

SANKARAN DAVID M 1900 SEAPORT BLVD REDWOOD CITY, CAÂ 94063

Â Chief Financial Officer Â

Signatures

/s/ Ken Scully, as attorney-in-fact for David M. Sankaran

12/16/2014

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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.

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