

RENTRAK CORP
Form 4
February 11, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WPP plc

2. Issuer Name and Ticker or Trading Symbol
RENTRAK CORP [RENT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
27 FARM STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2015

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

LONDON, X0 W1J 5RJ

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

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

(City) (State) (Zip)

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	02/09/2015		P		32,109	A	\$ 54.0981 <u>(1)</u>	2,502,733	I	See Footnote <u>(2)</u>
Common Stock	02/09/2015		P		87,387	A	\$ 54.9733 <u>(3)</u>	2,590,120	I	See Footnote <u>(2)</u>
Common Stock	02/09/2015		P		8,699	A	\$ 55.9867 <u>(4)</u>	2,598,819	I	See Footnote <u>(2)</u>

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WPP plc 27 FARM STREET LONDON, X0 W1J 5RJ		X		
WPP Luxembourg Gamma Three S.a.r.l. 124 BOULEVARD DE LA PETRUSSE LUXEMBOURG, N4 L-2330		X		

Signatures

WPP plc, By: /s/ Paul Richardson, Group Finance Director	02/11/2014
__Signature of Reporting Person	Date
WPP Luxembourg Gamma Three S.a r.l., By: /s/ Thierry Lenders, Manager	02/11/2014
__Signature of Reporting Person	Date
WPP Luxembourg Gamma Three S.a r.l., By: /s/ Emile van Popering, Manager	02/11/2014
__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).

- The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$53.47 to \$54.46, inclusive. The reporting persons undertake to provide to the SEC, Rentrak Corp., or any securityholder of Rentrak Corp., upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (3) and (4) to this Form 4.
- (1) These shares are owned directly by WPP Luxembourg Gamma Three S.a r.l., which is a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies. WPP plc is an indirect beneficial owner of the reported securities.
 - (3) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$54.47 to \$55.46, inclusive.
 - (4) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$55.47 to \$56.19, inclusive.

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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