

Rocket Fuel Inc.
Form 3
February 27, 2014

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	
Â Covington JoAnn		(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)
		02/19/2014		
1900 SEAPORT BLVD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, General Counsel, CPO	
REDWOOD CITY, Â CA Â 94063			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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	3,500 ⁽¹⁾	D	Â

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)

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			

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	08/13/2022	Common Stock	96,459	\$ 3.55	D	Â
Employee Stock Option (right to buy)	Â (3)	03/07/2023	Common Stock	5,000	\$ 11.21	D	Â
Employee Stock Option (right to buy)	Â (4)	02/06/2024	Common Stock	8,000	\$ 51.16	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Covington JoAnn 1900 SEAPORT BLVD REDWOOD CITY, CA 94063	Â	Â	Â VP, General Counsel, CPO	Â

Signatures

/s/ Ken Scully, as attorney-in-fact for JoAnn
Covington

02/27/2014

__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).

- (1) Each share is represented by a Restricted Stock Unit ("RSU"). One-fourth of the shares subject to the RSU will vest on February 6, 2015 and one eighth of the shares vest every six months thereafter.
- (2) One-fourth of the shares subject to the option vested on July 23, 2013 and one forty-eighth of the shares vest monthly thereafter.
- (3) One-fourth of the shares subject to the option will vest on March 1, 2014 and one forty-eighth of the shares vest monthly thereafter.
- (4) One-fourth of the shares subject to the option will vest on February 6, 2015 and one forty-eighth of the shares vest monthly thereafter.

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.