

Rocket Fuel Inc.
Form SC14D9C
July 26, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

ROCKET FUEL INC.

(Name of Subject Company)

ROCKET FUEL INC.

(Name of Person Filing Statement)

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

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773111109

(CUSIP Number of Class of Securities)

**E. Randolph Wootton III
Chief Executive Officer
Rocket Fuel Inc.
2000 Seaport Boulevard, Suite 400**

**Pacific Shores Center
Redwood City, CA 94063
(650) 595-1300**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the persons filing statement)

With copies to:

**Martin W. Korman
Rachel B. Proffitt**

Douglas K. Schnell

**Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Schedule 14D-9 filing contains the following documents relating to transactions contemplated by the Agreement and Plan of Merger, dated as of July 17, 2017, among Rocket Fuel Inc., Fuel Acquisition Co., and Sizmek Inc.:

- Exhibit 99.1: Rocket Fuel Equity Awards and ESPP FAQs.
- Exhibit 99.2: Sizmek and Rocket Fuel - Employee Questions and Answers.

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Rocket Fuel Equity Awards and ESPP FAQs. |
| 99.2 | Sizmek and Rocket Fuel - Employee Questions and Answers. |