

Rocket Fuel Inc.  
Form SC 13G  
April 29, 2016

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G-A  
Under the Securities Exchange Act of 1934

(Amendment No. One)

ROCKET FUEL INC.  
(Name of Issuer)  
COMMON STOCK, \$0.001 PAR VALUE PER SHARE  
(Title of Class of Securities)  
773111 109  
(CUSIP Number)  
December 31, 2015  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 773111 109 13G

- 1 Names of Reporting Persons: Richard A. Frankel
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization: United States

Number of Shares with Sole Voting Power: 2,570,534 shares of

Number of Shares with Shared Voting Power: 76,073 shares Beneficially

Owned by Sole Dispositive Power: 2,570,534 shares by Each Reporting Person

Number of Shares with Shared Dispositive Power: 76,073 shares With:

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person: 2,646,607 shares
- Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)
- 11 Percent of Class Represented by Amount in Row (9): 5.97%
- 12 Type of Reporting Person (See Instructions): IN



CUSIP No.: 773111 109 13G

Item 1.

- (a) Name of Issuer: Rocket Fuel Inc.
- (b) Address of Issuer's Principal Executive Offices: 1900 Seaport Blvd.  
Redwood City, CA 94063

Item 2.

- (a) Name of Person Filing: Richard A. Frankel  
Address of Principal Business Office or, if none, Residence: 1900  
Seaport Blvd  
Redwood City, CA 94063
- (b) Seaport Blvd  
Redwood City, CA 94063
- (c) Place of Organization or Citizenship: United States
- (d) Title of Class of Securities: Common Stock, \$0.001 par value per share
- (e) CUSIP Number: 773111 109

Item 3.

Not Applicable

Item  
Ownership:

4. Amount beneficially owned
- (a) as of December 31, 2015:  
2,646,607\*  
\* Consists of (i) 1,723,742  
shares held of record by Mr.  
Frankel as co-Trustee of the  
Martha M. Conway and  
Richard A. Frankel TR UA  
3/13/09 Conway Frankel  
Family Trust; (ii) 76,073  
shares held of record by Mr.  
Frankel as Trustee of the  
Richard A. Frankel Grantor  
Retained Annuity Trust  
U/T/A/ May 20, 2013, (iii)  
76,073 shares held of record  
by Martha Conway, Mr.  
Frankel's wife, as Trustee of  
the Martha M. Conway  
Grantor Retained Annuity  
Trust U/T/A May 20, 2013  
(the "Conway Trust") and  
(iv) 770,719 shares issuable  
pursuant to outstanding  
options exercisable within  
60 days of December 31,  
2015, of which 759,120  
shares were fully vested as  
of that date. By virtue of the  
relationship described in this  
footnote, Mr. Frankel may  
be deemed to share voting

and dispositive power with respect to the shares held by the Conway Trust.

(b) Percent of class: 5.97%

The percentage is calculated based on 43,567,016 outstanding shares as of 12/31/15.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:  
2,570,534

(ii) Shared power to vote or to direct the vote: 76,073\*

(iii) Sole power to dispose or to direct the disposition of:  
2,570,534

Shared power to dispose or to direct the disposition of: 76,073\*

\* Mr. Frankel may be deemed to have shared power to vote, or direct the vote of, and shared power to (iv) dispose of, or direct the disposition of, shares held by the Conway Trust, due to his relationship with his spouse, Martha M. Conway, who is trustee.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

---

CUSIP No.: 773111 109 13G

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications

Not applicable.

---

CUSIP No.: 773111 109 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 27, 2016

/s/ RICHARD A. FRANKEL  
Richard A. Frankel