

Rocket Fuel Inc.
Form SC 13G/A
February 17, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Rocket Fuel Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

773111109

(CUSIP Number)

December 31, 2014

(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).

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CUSIP No. 773111109

13G

- | | |
|-----|--|
| 1. | Names of Reporting Persons
MDV IX, L.P |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware, United States of America |
| 5. | Sole Voting Power
0 Shares |
| 6. | Shared Voting Power
9,295,955 Shares (2) |
| 7. | Sole Dispositive Power
0 Shares |
| 8. | Shared Dispositive Power
9,295,955 Shares (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
9,295,955 Shares (2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row 9
22.5% (3) |
| 12. | Type of Reporting Person (See Instructions)
PN |

(1) This Schedule 13G is filed by MDV IX, L.P. (MDV), Ninth MDV Partners, L.L.C. (Ninth), William Ericson, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Shares directly held by MDV. William Ericson and Jonathan Feiber are managing members of Ninth, the general partner of MDV. Each of William Ericson, Jonathan Feiber, and Ninth may be deemed to share voting and dispositive power over the shares held by MDV.

(3) This percentage is calculated based on 41,295,064 shares of the Issuer's stock outstanding (as of October 31, 2014), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 14, 2014.

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- | | |
|-----|---|
| 1. | Names of Reporting Persons
Ninth MDV Partners, L.L.C. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="checkbox"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware, United States of America |
| 5. | Sole Voting Power
0 Shares |
| 6. | Shared Voting Power
9,295,955 Shares (2) |
| 7. | Sole Dispositive Power
0 Shares |
| 8. | Shared Dispositive Power
9,295,955 Shares (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
9,295,955 Shares (2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row 9
22.5% (3) |
| 12. | Type of Reporting Person (See Instructions)
OO |

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(3) This percentage is calculated based on 41,295,064 shares of the Issuer's stock outstanding (as of October 31, 2014), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 14, 2014.

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|-----|---|--|
| 1. | Names of Reporting Persons
William Ericson | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="checkbox"/> (1) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
United States of America | |
| 5. | Sole Voting Power
5,622 Shares (2) | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: |
| 6. | Shared Voting Power
9,295,955 Shares (3) | |
| 7. | Sole Dispositive Power
5,622 Shares (2) | |
| 8. | Shared Dispositive Power
9,295,955 Shares (3) | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
9,301,577 Shares (2)(3) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row 9
22.5% (4) | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

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(2) Shares subject to options currently exercisable, owned by William Ericson in his individual capacity.

(3) Shares directly held by MDV. William Ericson and Jonathan Feiber are managing members of Ninth, the general partner of MDV. Each of William Ericson, Jonathan Feiber, and Ninth may be deemed to share voting and dispositive power over the shares held by MDV.

(4) This percentage is calculated based on 41,295,064 shares of the Issuer s stock outstanding (as of October 31, 2014), as set forth in the Issuer s most recent 10-Q, filed with the Securities and Exchange Commission on November 14, 2014.

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- | | |
|-----|---|
| 1. | Names of Reporting Persons
Jonathan Feiber |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="checkbox"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
United States of America |
| 5. | Sole Voting Power
0 Shares |
| 6. | Shared Voting Power
9,295,955 Shares (2) |
| 7. | Sole Dispositive Power
0 Shares |
| 8. | Shared Dispositive Power
9,295,955 Shares (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
9,295,955 Shares (2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row 9
22.5% (3) |
| 12. | Type of Reporting Person (See Instructions)
IN |

(1) This Schedule 13G is filed by MDV IX, L.P. (MDV), Ninth MDV Partners, L.L.C. (Ninth), William Ericson, and Jonathan Feiber (collectively, the Fund Entities). The Fund Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Shares directly held by MDV. William Ericson and Jonathan Feiber are managing members of Ninth, the general partner of MDV. Each of William Ericson, Jonathan Feiber, and Ninth may be deemed to share voting and dispositive power over the shares held by MDV.

(3) This percentage is calculated based on 41,295,064 shares of the Issuer's stock outstanding (as of October 31, 2014), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 14, 2014.

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Introductory Note: This Statement on Schedule 13G is filed on behalf of 1) MDV IX, L.P. (MDV), a limited partnership organized under the laws of the State of Delaware; 2) Ninth MDV Partners, L.L.C. (Ninth), a limited liability company organized under the laws of the State of Delaware and the General Partner of MDV; 3) William Ericson, a director of the Issuer and a managing member of Ninth; and 4) Jonathan Feiber, a managing member of Ninth; in respect of shares of Common Stock of Rocket Fuel Inc.

- Item 1(a).** Name of Issuer:
Rocket Fuel Inc.
- Item 1(b).** Address of Issuer's Principal Executive Offices:
1900 Seaport Blvd., Redwood City, California 94063
- Item 2(a).** Name of Person Filing:
MDV IX, L.P.
- Ninth MDV Partners, L.L.C.
- William Ericson
- Item 2(b).** Jonathan Feiber
Address of Principal Business Office or, if none, Residence:
3000 Sand Hill Road, Bldg. 3, Suite 290, Menlo Park, CA 94025
- Item 2(c).** Citizenship:
All entities were organized in Delaware. The individuals are all United States citizens.
- Item 2(d).** Title of Class of Securities:
Common Stock
- Item 2(e).** CUSIP Number:
773111109
- Item 3.** **If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**
Not applicable.

Item 4. Ownership

Fund Entities	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (2)
MDV IX, L.P.	9,295,955	0	9,295,955	0	9,295,955	9,295,955	22.5%
Ninth MDV Partners, L.L.C. (1)	0	0	9,295,955	0	9,295,955	9,295,955	22.5%
William Ericson (1)	5,622	5,622	9,295,955	5,622	9,295,955	9,301,577	22.5%
Jonathan Feiber (1)	0	0	9,295,955	0	9,295,955	9,295,955	22.5%

(1) Ninth MDV Partners, L.L.C. serves as the general partner of MDV IX, L.P. and owns no securities of the Issuer directly. William Ericson and Jonathan Feiber serve as managing members of Ninth MDV Partners, L.L.C. William Ericson is a director of the Issuer and directly owns 5,622 shares of the Issuer's common stock subject to options currently exercisable. Jonathan Feiber directly owns no shares of the Issuer's common stock.

(2) This percentage is calculated based on 41,295,064 shares of the Issuer's stock outstanding (as of October 31, 2014), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 14, 2014.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than 5 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 a Group

Not applicable.

Item 10.

Not applicable.

Certification

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.

Dated: February 13, 2015

MDV IX, L.P.

By: Ninth MDV Partners, L.L.C.,
its General Partner

By: /s/ Jonathan Feiber
Name: Jonathan Feiber
Title: Managing Member

/s/ Jonathan Feiber
Jonathan Feiber

NINTH MDV PARTNERS, L.L.C.

By: /s/ Jonathan Feiber
Name: Jonathan Feiber
Title: Managing Member

/s/ William Ericson
William Ericson

EXHIBITS

A: Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Rocket Fuel Inc. is filed on behalf of each of us.

Dated: February 13, 2015

MDV IX, L.P.

NINTH MDV PARTNERS, L.L.C.

By: Ninth MDV Partners, L.L.C.,
its General Partner

By: /s/ Jonathan Feiber
Name: Jonathan Feiber
Title: Managing Member

By: /s/ Jonathan Feiber
Name: Jonathan Feiber
Title: Managing Member

/s/ Jonathan Feiber
Jonathan Feiber

/s/ William Ericson
William Ericson