

CALDWELL DONALD R  
Form 4  
March 26, 2013

**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 \*  
CALDWELL DONALD R

(Last) (First) (Middle)

C/O RUBICON TECHNOLOGY  
INC., 900 EAST GREEN ST., UNIT  
A

(Street)

BENSENVILLE, IL 60106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Rubicon Technology, Inc. [RBCN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/22/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  | Code                           | V   | Amount  |  |  |
|                                 |                                      |  |                                |   |   | 22,881 <sup>(1)</sup>                                    | D <sup>(2)</sup>                           |
| Common Stock                    | 03/22/2013                           |  | S                              |   | 81,681  | D  | \$ 6.04 <sup>(3)</sup>                     |
|                                 |                                      |  |                                |   |   | 5,304,742 <sup>(4)</sup>                                 | I <sup>(5)</sup>                           |
| Common Stock                    | 03/25/2013                           |  | S <sup>(6)</sup>               |   | 200,000   | D  | \$ 6.2548 <sup>(7)</sup>                   |
|                                 |                                      |  |                                |   |   | 5,104,742 <sup>(4)</sup>                                 | I <sup>(7)</sup>                           |
| Common Stock                    | 03/26/2013                           |  | S <sup>(6)</sup>               |   | 100,000   | D  | \$ 6.6661 <sup>(9)</sup>                   |
|                                 |                                      |  |                                |   |   | 5,004,742 <sup>(4)</sup>                                 | I <sup>(9)</sup>                           |

(8)

(9)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CALDWELL DONALD R<br>C/O RUBICON TECHNOLOGY INC.<br>900 EAST GREEN ST., UNIT A<br>BENSENVILLE, IL 60106 | X             | X         |         |       |

## Signatures

/s/ Donald R. Caldwell                      03/26/2013

\*\*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).
- (1) Includes 6,485 shares of restricted stock pursuant to grants that vest according to the following schedule: 1,621 shares vest on March 31, 2013, 1,621 shares vest on June 30, 2013, 1,621 shares vest on September 30, 2013 and 1,622 shares vest on December 31, 2013.
- (2) Under the terms of the applicable partnership agreements of the Funds (as defined below), the Reporting Person is deemed to hold 15,781 of these shares for the benefit of the Funds, which are entitled to receive the net economic benefit of the shares as a credit against the

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management fees owed by the Funds to Cross Atlantic Capital Partners, Inc. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.00 to \$6.05 inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price set forth within the ranges set forth in this footnote.

- (4) Consists of shares held by Cross Atlantic Technology Fund, L.P., Cross Atlantic Technology Fund, II, L.P., and/or The Co-Investment 2000 Fund, L.P. (the "Funds"). The Reporting Person is the owner and director of Cross Atlantic Capital Partners, Inc., which is the general partner of XATF Management, L.P., which is the general partner of Cross Atlantic Technology Fund, L.P. The Reporting Person is a director, shareholder and officer of Cross Atlantic Capital Partners II, Inc., which is the general partner of XATF Management II, L.P., which is the general partner of Cross Atlantic Technology Fund II, L.P. The Reporting Person is a shareholder, director and officer of Co-Invest Capital Partners, Inc., which is the general partner of Co-Invest Management, L.P., which is the general partner of The Co-Investment 2000 Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares held by the Funds except to the extent of his pecuniary interest therein.

- (5) Cross Atlantic Technology Fund, L.P. holds 586,891 shares of common stock, Cross Atlantic Technology Fund II, L.P. holds 2,230,198 shares of common stock and The Co-Investment 2000 Fund, L.P. holds 2,487,653 shares of common stock.

- (6) Sale(s) effected pursuant to a Rule 10b5-1 trading plan adopted on February 25, 2013.

- (7) Cross Atlantic Technology Fund, L.P. holds 386,891 shares of common stock, Cross Atlantic Technology Fund II, L.P. holds 2,230,198 shares of common stock and The Co-Investment 2000 Fund, L.P. holds 2,487,653 shares of common stock.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.50 to \$6.80 inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price set forth within the ranges set forth in this footnote

- (9) Cross Atlantic Technology Fund, L.P. holds 286,891 shares of common stock, Cross Atlantic Technology Fund II, L.P. holds 2,230,198 shares of common stock and The Co-Investment 2000 Fund, L.P. holds 2,487,653 shares of common stock.

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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