

RUBICON PROJECT, INC.
Form SC 13G/A
February 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c) and (d) and
Amendments Thereto Filed Pursuant to § 240.13d-2
(Amendment No. 1)*

The Rubicon Project, Inc.
(Name of Issuer)

Common Stock, par value \$0.00001 per share
(Title of Class of Securities)

78112V102
(CUSIP Number)

December 31, 2016
(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 (the "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).

1 NAMES OF REPORTING PERSONS
News Corporation
CHECK THE APPROPRIATE BOX IF
2 A MEMBER OF A GROUP
(a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
SOLE VOTING POWER
5
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 0¹
SHARED VOTING POWER
7
SOLE DISPOSITIVE POWER
8
SHARED DISPOSITIVE POWER
9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.0%
12 TYPE OF REPORTING PERSON*
CO

¹ This statement sets forth beneficial ownership as of the date of filing. As of December 31, 2016, the Reporting Person beneficially owned 3,914,586 shares (with sole voting and dispositive power for 3,914,586 shares and shared voting and dispositive power for 0 shares), representing approximately 8.0% of the total number of shares outstanding, based on 49,039,107 shares outstanding as of October 24, 2016, as reported on the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2016 filed on November 2, 2016.

CUSIP No. 78112V102 Page 3 of 5 Pages

Item 1(a) Name of Issuer:

The Rubicon Project, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

12181 Bluff Creek Drive, 4th Floor
Los Angeles, CA 90094

Item 2(a) Name of Person Filing:

News Corporation

Item 2(b) Address of Principal Business Office or, if None, Residence:

1211 Avenue of the Americas
New York, New York 10036

Item 2(c) Citizenship:

News Corporation is a corporation incorporated under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Common Stock, par value
\$0.00001.

Item 2(e) CUSIP No.:

78112V102

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.

(a) Amount beneficially owned: 0²

(b) Percent of class: 0.0%

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

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 0

² This statement sets forth beneficial ownership as of the date of filing. As of December 31, 2016, the Reporting Person beneficially owned 3,914,586 shares (with sole voting and dispositive power for 3,914,586 shares and shared voting and dispositive power for 0 shares), representing approximately 8.0% of the total number of shares outstanding, based on 49,039,107 shares outstanding as of October 24, 2016, as reported on the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2016 filed on November 2, 2016.

Item
5 Ownership of Five 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 five percent of the class of securities, check the following .

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.

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: February 10, 2017

NEWS CORPORATION

By: /s/ David B. Pitofsky
Name: David B.
Pitofsky
Title: General
Counsel