

Rocket Fuel Inc.  
Form SC14D9C  
July 18, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

(Rule 14d-101)

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

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**ROCKET FUEL INC.**

(Name of Subject Company)

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**ROCKET FUEL INC.**

(Name of Person Filing Statement)

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**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**

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

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The information set forth under Items 1.01, 8.01 and 9.01 of the Current Report on Form 8-K filed by Rocket Fuel Inc. on July 18, 2017 (including all exhibits attached thereto) is incorporated herein by reference.