

(8)

(9)

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

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SEC 1474
(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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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