

Rocket Fuel Inc.  
Form 8-K  
June 08, 2015

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

FORM 8 K  
Amendment No. \_\_\_  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported)  
June 8, 2015

Rocket Fuel Inc.  
(Exact name of registrant as specified in its charter)

|   |   |  |
|---|---|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 001-36071<br><br>(Commission File Number) | 30-0472319<br><br>(IRS Employer<br>Identification No.) |
|---|---|--|

1900 Seaport Blvd.  
Redwood City, CA 94063  
(Address of principal executive offices, including zip code)  
(650) 595-1300  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters of a Vote of Security Holders.

The 2015 Annual Meeting of Stockholders of Rocket Fuel Inc. (the "Company") was held on June 8, 2015. At the meeting, the stockholders:

1. Elected William Ericson, Richard Frankel, and Clark Kokich as Class II directors; and
2. Ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

Set forth below, with respect to each matter, are the number of votes cast for or against, the number of abstentions and the number of broker non-votes.

1. Election of Class II Directors

| Nominee         | For        | Against | Abstain | Broker Non-Votes |
|-----------------|------------|---------|---------|------------------|
| William Ericson | 20,996,687 | 147,916 | 10,854  | 8,740,444        |
| Richard Frankel | 20,754,664 | 394,105 | 6,688   | 8,740,444        |
| Clark Kokich    | 21,004,261 | 139,917 | 11,279  | 8,740,444        |

2. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,226,670 | 525,877 | 143,354 | n/a              |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ROCKET FUEL INC.**

By: /s/ JoAnn Covington  
JoAnn Covington  
Senior Vice President, General Counsel and  
Corporate Secretary

Date: June 8, 2015