

Rocket Fuel Inc.  
Form SC TO-T/A  
August 14, 2017

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

**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Amendment No. 2**

**ROCKET FUEL INC.**

**(Name of Subject Company (Issuer))**

**FUEL ACQUISITION CO.**

**SIZMEK INC.**

**(Name of Filing Persons (Offerors))**

**VECTOR SOLOMON HOLDINGS (CAYMAN), L.P.**

**VECTOR CAPITAL IV, L.P.**

**VECTOR CAPITAL V, L.P.**

**(Name of Filing Persons (Others))**

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

**(Title of Class of Securities)**

773111109

(CUSIP Number of Class of Securities)

Mark Grether

Sizmek Inc.

500 West Fifth Street, Suite 900

Austin, Texas 78701

(512) 469-5900

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

Jeffrey B. Golden

Joshua M. Zachariah

Kirkland & Ellis LLP

555 California Street

Suite 2700

San Francisco, CA 94104

(415) 439-1400

#### CALCULATION OF FILING FEE

**Transaction Valuation(1)**  
\$125,474,916.18

**Amount of Filing Fee(2)**  
\$14,542.54

- (1) Calculated solely for purposes of determining the filing fee. The calculation assumes the purchase of 46,969,168 shares of common stock, par value \$0.001 per share, at an offer price of \$2.60 per share. The transaction value also includes (i) 1,168,812 shares issuable pursuant to outstanding stock option grants with an exercise price of

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less than \$2.60 per share, which is calculated by (x) multiplying the number of shares underlying such options at each exercise price therefor by an amount equal to \$2.60 minus such exercise price and (y) dividing such product by the offer price of \$2.60 per share, (ii) 6,759 shares of restricted stock, and (iii) restricted stock units representing the right to receive up to 1,728,167 shares of common stock, in each case, multiplied by the offer price of \$2.60 per share. The calculation of the filing fee is based on information provided by Rocket Fuel Inc. as of July 14, 2017.

- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for fiscal year 2017, issued August 31, 2016, by multiplying the transaction value by 0.0001159.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$14,542.54  
Form of Registration No.: Schedule TO

Filing Party: Fuel Acquisition Co.  
Date Filed: August 2, 2017

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 2 (this Amendment) to the Tender Offer Statement on Schedule TO (together with this Amendment, Amendment No. 1 to the Tender Offer Statement on Schedule TO and any other amendments and supplements thereto, the Schedule TO) is being filed by (i) Sizmek Inc., a Delaware corporation (Parent), (ii) Fuel Acquisition Co., a Delaware corporation and a wholly owned subsidiary of Parent (Purchaser), (iii) Vector Solomon Holdings (Cayman), L.P., a Cayman Islands limited partnership, an affiliate of each of Parent and Purchaser (Solomon L.P.), (iv) Vector Capital IV, L.P., a Delaware limited partnership, an affiliate of each of Parent and Purchaser (VC IV), and (v) Vector Capital V, L.P., a Delaware limited partnership, an affiliate of each of Parent and Purchaser (VC V). The Schedule TO relates to the tender offer for all of the outstanding shares of common stock, par value \$0.001 per share (the Shares), of Rocket Fuel Inc., a Delaware corporation (the Company), at a price of \$2.60 per Share, net to the seller in cash without interest and less any applicable withholding taxes, if any, upon the terms and conditions set forth in the offer to purchase dated August 2, 2017 (the Offer to Purchase), a copy of which is attached as Exhibit (a)(1)(A), and in the related letter of transmittal (the Letter of Transmittal), a copy of which is attached as Exhibit (a)(1)(B), which, together with any amendments or supplements, collectively constitute the Offer.

Except as otherwise indicated in this Amendment, the information set forth in the Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

All the information set forth in the Offer to Purchase is incorporated by reference herein in response to Items 1 through 9 and Item 11 in the Schedule TO, and is supplemented by the information specifically provided in the Schedule TO.

**Item 11. Additional Information.**

The disclosure set forth in the Offer to Purchase under Section 16 Certain Legal Matters; Regulatory Approvals is hereby amended and supplemented by replacing the fourth paragraph of the subsection titled Certain Litigation with the following:

On August 8 and 11, 2017, three additional lawsuits were filed by purported stockholders of the Company in the United States District Court for the Northern District of California on behalf of putative classes of the Company's stockholders against the Company and its Board of Directors. All three complaints allege violations of federal securities laws similar to those in the *Bushansky* action, and seek similar relief. The August 8 complaint is captioned *Wen v. Rocket Fuel et al.* (Case 3:17-cv-04509). The first of the August 11 complaints is captioned *Debnath v. Rocket Fuel et al.* (Case 3:17-cv-04615), and the second is captioned *Federman v. Rocket Fuel et al.* (Case 3:17-cv-04651).

The disclosure set forth in the Offer to Purchase under Section 16 Certain Legal Matters; Regulatory Approvals is hereby amended and supplemented by replacing the sixth paragraph of the subsection titled Certain Litigation with the following:

The foregoing description is qualified in its entirety by reference to the complaints, copies of which are filed as Exhibits (a)(5)(K), (a)(5)(L), (a)(5)(M), (a)(5)(N), (a)(5)(O) and (a)(5)(P), respectively.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(O)	Class Action Complaint dated August 11, 2017 (Arnab Debnath v. Rocket Fuel Inc., et al., Case No. 3:17-cv-04615).
(a)(5)(P)	Class Action Complaint dated August 11, 2017 (Federman v. Rocket Fuel et al. (Case 3:17-cv-04651).

**SIGNATURE**

After due 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.

FUEL ACQUISITION CO.

By /s/ Mark Grether  
Name: Mark Grether  
Title: President and Chief Executive Officer  
Date: August 14, 2017

SIZMEK INC.

By /s/ Mark Grether  
Name: Mark Grether  
Title: President and Chief Executive Officer  
Date: August 14, 2017

VECTOR SOLOMON HOLDINGS  
(CAYMAN), L.P.

By Vector Capital Partners IV, L.P.  
Its: General Partner

By Vector Capital, Ltd.  
Its: General Partner

By /s/ David Baylor  
Name: David Baylor  
Title: Director  
Date: August 14, 2017

By Vector Capital, L.L.C.  
Its: General Partner

By /s/ David Baylor  
Name: David Baylor  
Title: Chief Operating Officer  
Date: August 14, 2017

VECTOR CAPITAL IV, L.P.

By Vector Capital Partners IV, L.P.  
Its: General Partner

By Vector Capital, Ltd.  
Its: General Partner

By /s/ David Baylor  
Name: David Baylor  
Title: Director  
Date: August 14, 2017

By Vector Capital, L.L.C.  
Its: General Partner

By /s/ David Baylor  
Name: David Baylor  
Title: Chief Operating Officer  
Date: August 14, 2017

VECTOR CAPITAL V, L.P.

By Vector Capital Partners V, L.P.  
Its: General Partner

By Vector Capital V, Ltd.  
Its: General Partner

By /s/ David Baylor  
Name: David Baylor  
Title: Director  
Date: August 14, 2017

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase, dated August 2, 2017.*
(a)(1)(B)	Form of Letter of Transmittal.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Summary Advertisement as published in the New York Times on August 2, 2017.*
(a)(5)(A)	Joint Press Release issued by the Company and Parent on August 2, 2017.*
(a)(5)(B)	Press Release issued by the Company on July 18, 2017 (incorporated by reference to Exhibit 99.1 to Current Report on Form 8-K of Rocket Fuel filed with the Securities and Exchange Commission on July 18, 2017).*
(a)(5)(C)	Press Release issued by Purchaser and Parent on July 18, 2017 (incorporated by reference to Exhibit 99.1 to Purchaser's and Parent's Schedule TO-C filed by Purchaser and Parent with the Securities and Exchange Commission on July 18, 2017, which is incorporated by reference herein).*
(a)(5)(D)	Blog Post by Parent (incorporated by reference to Exhibit 99.2 to Purchaser's and Parent's Schedule TO-C filed by Purchaser and Parent with the Securities and Exchange Commission on July 18, 2017, which is incorporated by reference herein).*
(a)(5)(E)	Presentation Slides for All-Hands Meeting dated July 18, 2017 (incorporated by reference to Exhibit 99.3 to Purchaser's and Parent's Schedule TO-C filed by Purchaser and Parent with the Securities and Exchange Commission on July 18, 2017, which is incorporated by reference herein)*
(a)(5)(F)	Frequently Asked Questions dated July 18, 2017 (incorporated by reference to Exhibit 99.4 to Purchaser's and Parent's Schedule TO-C filed by Purchaser and Parent with the Securities and Exchange Commission on July 18, 2017, which is incorporated by reference herein)*
(a)(5)(G)	Talking Points for Conversations with Clients dated July 18, 2017 (incorporated by reference to Exhibit 99.5 to Purchaser's and Parent's Schedule TO-C filed by Purchaser and Parent with the Securities and Exchange Commission on July 18, 2017, which is incorporated by reference herein)*
(a)(5)(H)	Email to Employees of Parent (incorporated by reference to Exhibit 99.6 to Purchaser's and Parent's Schedule TO-C filed by Purchaser and Parent with the Securities and Exchange Commission on July 18, 2017, which is incorporated by reference herein)*

Exhibit No.	Description
(a)(5)(I)	Email to Customers and Partners of Parent (incorporated by reference to Exhibit 99.7 to Purchaser's and Parent's Schedule TO-C filed by Purchaser and Parent with the Securities and Exchange Commission on July 18, 2017, which is incorporated by reference herein)*
(a)(5)(J)	Post All-Hands Meeting Email to Employees of Parent (incorporated by reference to Exhibit 99.8 to Purchaser's and Parent's Schedule TO-C filed by Purchaser and Parent with the Securities and Exchange Commission on July 18, 2017, which is incorporated by reference herein)*
(a)(5)(K)	Class Action Complaint dated August 4, 2017 (Stephen Bushansky and Mendel Zaks v. Rocket Fuel Inc., et al., Case No. 3:17-cv-04454).*
(a)(5)(L)	Class Action Complaint dated August 7, 2017 (Adryan Haines v. Rocket Fuel Inc., et al., Case No. 5:17-cv-04473).*
(a)(5)(M)	Class Action Complaint dated August 7, 2017 (Louis Scarantino v. Rocket Fuel Inc., et al., Case No. 3:17-cv-04489).*
(a)(5)(N)	Class Action Complaint dated August 8, 2017 (Damin Wen v. Rocket Fuel Inc., et al., Case No. 3:17-cv-04509).*
(a)(5)(O)	Class Action Complaint dated August 11, 2017 (Arnab Debnath v. Rocket Fuel Inc., et al., Case No. 3:17-cv-04615).
(a)(5)(P)	Class Action Complaint dated August 11, 2017 (Federman v. Rocket Fuel et al. (Case 3:17-cv-04651).
(b)	None.
(d)(1)	Agreement and Plan of Merger, dated as of July 17, 2017, by and among the Company, Purchaser and Parent (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K of the Company filed with the Securities and Exchange Commission on July 18, 2017).*
(d)(2)	Confidentiality Agreement, dated March 22, 2017, between the Company and Vector Capital Management, L.P.*
(d)(3)	Exclusivity Agreement, dated as of June 6, 2017, between Rocket Fuel Inc. and Sizmek Inc.*
(d)(4)	Exclusivity Extension Agreement, dated as of July 7, 2017 between Rocket Fuel Inc. and Sizmek Inc.*
(d)(5)	Second Exclusivity Extension Agreement, dated as of July 16, 2017 between Rocket Fuel Inc. and Sizmek Inc.*
(d)(6)	Equity Commitment Letter, dated as of July 17, 2017, from VC IV to Parent.*
(d)(7)	Tender and Support Agreement, dated as of July 17, 2017, by and among Parent, Purchaser and MDV IX, L.P. and Martha M. Conway & Richard A Frankel TR UA 03/13/09 Conway Frankel Family Trust.*
(g)	None.
(h)	None.

\* Previously filed.