

Rocket Fuel Inc.  
Form SC 13G  
February 14, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. \_\_)\*

Rocket Fuel Inc.

(Name of Issuer)

Common Stock, Par Value US\$0.001 Per Share ("Shares")

(Title of Class of Securities)

773111109

(CUSIP Number)

December 31, 2013

(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 disclosures provided in a prior cover page.

The information required on 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 ("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).

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Exhibit Index Contained on Page 9

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NAME OF REPORTING PERSONS

<sup>1</sup> I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).  
Nokia Growth Partners II, L.P. ("NGP II")

<sup>2</sup> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

<sup>4</sup> CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

SOLE VOTING POWER

<sup>5</sup> 2,695,208 Shares, except that N.G. Partners II, L.L.C., ("NG Partners II"), the general partner of NGP II, may be deemed to have sole power to vote these Shares, and John Gardner ("Gardner") and Paul Asel ("Asel"), the managing members of NG Partners II, may be deemed to have shared power to vote these Shares.

<sup>6</sup> SHARED VOTING POWER

See response to row 5.

<sup>7</sup> SOLE DISPOSITIVE POWER

2,695,208 Shares, except that NG Partners II, the general partner of NGP II, may be deemed to have sole power to dispose of these Shares, and Gardner and Asel, the managing members of NG Partners II, may be deemed to have shared power to dispose of these Shares.

<sup>8</sup> SHARED DISPOSITIVE POWER

See response to row 7.

<sup>9</sup> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

2,695,208

<sup>10</sup> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

<sup>11</sup> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

<sup>12</sup> TYPE OF REPORTING PERSON (See Instructions)

PN

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).  
N.G. Partners II, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

SOLE VOTING POWER

5 2,695,208 Shares, all of which are directly owned by NGP II. NG Partners II, the general partner of NGP II, may be deemed to have sole power to vote these Shares, and Gardner and Asel, the managing members of NG Partners II, may be deemed to have shared power to vote these Shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 2,695,208 Shares, all of which are directly owned by NGP II. NG Partners II, the general partner of NGP II, may be deemed to have sole power to dispose of these Shares, and Gardner and Asel, the managing members of NG Partners II, may be deemed to have shared power to dispose of these Shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

2,695,208

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

John Gardner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)    "    (b)    x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF <sup>5</sup> SOLE VOTING POWER  
See response to row 6.

SHARES <sup>6</sup> SHARED VOTING POWER  
2,695,208 Shares all of which are directly owned by NGP II. NG Partners II is the general partner of NGP II, and Gardner, a managing member of NG Partners II, may be deemed to have shared power to vote these Shares.

BENEFICIALLY <sup>7</sup> SOLE DISPOSITIVE POWER  
OWNED BY EACH See response to row 8.

REPORTING <sup>8</sup> SHARED DISPOSITIVE POWER  
PERSON 2,695,208 Shares all of which are directly owned by NGP II. NG Partners II is the general partner of NGP II, and Gardner, a managing member of NG Partners II, may be deemed to have shared power to dispose of these Shares.

WITH

<sup>9</sup> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,695,208

<sup>10</sup> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

<sup>11</sup> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.1%

12 TYPE OF REPORTING PERSON (See Instructions) IN

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NAME OF REPORTING PERSONS

<sup>1</sup> I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

Paul Asel

<sup>2</sup> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)    "    (b)    x

<sup>3</sup> SEC USE ONLY

<sup>4</sup> CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

<sup>5</sup> SOLE VOTING POWER  
See response to row 6.

SHARED VOTING POWER  
<sup>6</sup> 2,695,208 Shares all of which are directly owned by NGP II. NG Partners II is the general partner of NGP II, and Asel, a managing member of NG Partners II, may be deemed to have shared power to vote these Shares.

<sup>7</sup> SOLE DISPOSITIVE POWER  
See response to row 8.

SHARED DISPOSITIVE POWER  
<sup>8</sup> 2,695,208 Shares all of which are directly owned by NGP II. NG Partners II is the general partner of NGP II, and Asel, a managing member of NG Partners II, may be deemed to have shared power to dispose of these Shares.

<sup>9</sup> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,695,208

<sup>10</sup> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

<sup>11</sup> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.1%

<sup>12</sup> TYPE OF REPORTING PERSON (See Instructions) IN

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ITEM  
1(A). NAME OF ISSUER

Rocket Fuel Inc.

ITEM  
1(B). Address of Issuer's Principal Executive Offices

350 Marine Parkway  
Marina Park Center  
Redwood City, CA 94065

ITEM  
2(A). NAME OF PERSONS FILING

This Schedule 13G is filed by Nokia Growth Partners II, L.P., a Delaware limited partnership ("NGP II"), N.G. Partners II, L.L.C., a Delaware limited liability company ("NG Partners II"), and John Gardner and Paul Asel. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

NG Partners II, the general partner of NGP II, may be deemed to have sole power to vote and sole power to dispose of Shares of the issuer directly owned by NGP II. Gardner and Asel are the managing members of NG Partners II and may be deemed to have share power to vote and shared power to dispose of Shares of the issuer directly owned by NGP II.

ITEM  
2(B). ADDRESS OF PRINCIPAL PLACE OF BUSINESS OFFICE

The address for each of the Reporting Persons is:

Nokia Growth Partners  
425 Broadway  
Redwood City, CA 94063

ITEM  
2(C) CITIZENSHIP

NGP II is a Delaware limited partnership. NG Partners II is a Delaware limited liability company. Gardner and Asel are United States citizens.

ITEM  
2(D) TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.001 per share ("Shares").

ITEM  
2(E) CUSIP NUMBER

773111109

ITEM  
3. Not applicable

ITEM  
4. OWNERSHIP

The following information with respect to the ownership of the Shares by the persons filing this Statement is provided as of December 31, 2013.



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(a) Amount beneficially owned:  
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:  
See Row 11 of cover page for each Reporting Person.

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

(i) Sole power to vote or to direct the vote:  
See Row 5 of cover page for each Reporting Person.

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

See Row 6 of cover page for each Reporting Person.

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

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:  
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

7.

Not applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

8.

Not applicable.

ITEM NOTICE OF DISSOLUTION OF GROUP.

9.

Not applicable.

ITEM CERTIFICATION

10.

Not applicable.

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SIGNATURES

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 14, 2014

Nokia Growth Partners II, L.P. /s/ John Gardner  
By N.G. Partners II, L.L.C. Signature  
Its General Partner

John Gardner  
Managing Member/Attorney-In-Fact

John Gardner /s/John Gardner  
John Gardner  
Attorney-In-Fact

Paul Asel /s/John Gardner  
John Gardner  
Attorney-In-Fact

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	10
Exhibit B: Power of Attorney	11

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Rocket Fuel Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2014

Entities:

Nokia Growth Partners II, L.P.  
N.G. Partners II, L.L.C.

/s/John Gardner  
John Gardner  
Attorney-In-Fact for the above-listed entities

Individuals:

John Gardner  
Paul Asel

/s/John Gardner  
John Gardner  
Attorney-In-Fact for the above-listed individuals

exhibit B

Power of Attorney

John Gardner has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.