

Rubicon Technology, Inc.
Form 4
January 03, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cross Atlantic Capital Partners, Inc.

2. Issuer Name and Ticker or Trading Symbol
Rubicon Technology, Inc. [RBCN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
FIVE RADNOR CORPORATE CENTER, SUITE 555, 100 MATSONFORD ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

RADNOR, PA 19087

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/01/2014 | | J ⁽¹⁾⁽²⁾ | 3,982 ⁽³⁾ A 9.95 ⁽⁴⁾ | 19,763 | I | See footnotes. (1) (2) |
| Common Stock | | | | | 4,717,851 ⁽⁵⁾ | D | |

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

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SEC 1474 (9-02)

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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 Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cross Atlantic Capital Partners, Inc. FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| CROSS ATLANTIC TECHNOLOGY FUND II LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| XATF MANAGEMENT II LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| CROSS ATLANTIC CAPITAL PARTNERS II INC FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| CO INVESTMENT 2000 FUND LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| Co-Invest Management LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |

Co-Invest Capital Partners Inc
FIVE RADNOR CORPORATE CENTER, SUITE 555
100 MATSONFORD ROAD
RADNOR, PA 19087

X

Signatures

/s/ Scott Glickson,
attorney-in-fact

01/03/2014

__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).

These securities were granted to Donald R. Caldwell ("Caldwell"), a director of the Issuer, who is the owner and director of Cross Atlantic Capital Partners, Inc., which is the investment manager for each of the Funds (as defined below). Caldwell 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

- (1) the general partner of Cross Atlantic Technology Fund II, L.P. Caldwell 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. Cross Atlantic Technology Fund II, L.P. and The Co-Investment 2000 Fund, L.P. are collectively referred to as the "Funds".
(Continued in footnote 2)

- (2) Under the terms of the applicable partnership agreements of the Funds, the Reporting Person is deemed to hold these securities for the benefit of the Funds, which are entitled to receive the net economic benefit of the shares as a credit against the management fees owed by the Funds to Cross Atlantic Capital Partners, Inc. The Funds disclaim beneficial ownership of the shares except to the extent of their pecuniary interest therein.
- (3) Consists of restricted stock pursuant to grants that vest ratably at the end of each quarter during 2014.
- (4) Represents the closing price of the stock on December 31, 2013, which price was used to convert the dollar amount of the grant into the corresponding number of shares of restricted stock.
- (5) Consists of shares directly held by the Funds as follows: 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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