



CAJA DE
VALORES

Comunicado N° 8943
Ref.: Oferta de Compra de
Rocket Fuel Inc. (FUEL)
Código ISIN: US7731111099
Código CUSIP: 773111109
Código CVSA: 90102

Buenos Aires, 8 de agosto de 2017

Sres. Depositantes

Tengo el agrado de dirigirme a Uds. a efectos de hacerles llegar la información que hemos recibido de la Central de Clearing del Exterior The Depository Trust Company (DTC) sobre el título de la referencia.

Aquellos tenedores que deseen participar del evento deberán presentar, en el Sector Internacional de esta Caja de Valores S.A., el formulario "Solicitud para participar de Eventos Corporativos" (en Original y Duplicado), disponible en la página web de Caja de Valores S.A. (www.cajval.sba.com.ar), no más del 25 de agosto de 2017 hasta las 13:30 hs.

Por favor tenga en cuenta que tales títulos serán bloqueados en una cuenta de Caja de Valores hasta la finalización de la oferta.

Para mayor información al respecto, adjuntamos el reporte recibido de la Central arriba mencionada (Anexo I).

Ante cualquier consulta sobre el presente evento se podrán comunicar con el Agente de Información designado por el emisor:

Okapi Partners LLC
1212 Avenue of the Americas, 24th floor
New York, New York 10036
info@okapipartners.com
Teléfonos: +1 (212) 297-0720 | +1 888-785-6709

Cabe destacar que Caja de Valores S.A. trasladará a los señores depositantes los cargos que surjan de las gestiones relacionadas con el presente evento.



CAJA DE
VALORES

Señalamos que es de exclusiva responsabilidad de los Depositantes y de los tenedores de los títulos tomar o no acción al respecto; razón por la cual las condiciones del presente no podrán interpretarse como recomendaciones o sugerencias de Caja de Valores S.A. para participar en el evento.

Sin otro particular los saluda atentamente,

SEVERO I. RIZZO
GERENTE GENERAL

JCM

ANEXO I

Selected Envelope Detail for Envelope ID: 52 - 773111109 - 1 Go To: Select an option Corporate Actions Services Settlement Services Menu CUSIP Search New and Contra CUSIP Search Reorganization Summary Search Reorganization New CUSIPs Search Reorganization Updated CUSIPs Search Maturity Summary Search Maturity Updated CUSIPs Search Redemption Summary Search Redemption Updated CUSIPs Search Redemption Cancelled CUSIPs Search Lottery Results Search Dividend Announcement Services

Aug 8, 2017 - 2:11 PM EST
Logged on as: 05610 - 002

Selected Reorganization CUSIP

CUSIP: 773111109 Activity: Tender (52) Create Date: 08/02/2017
CUSIP Description: ROCKET FUEL INC + Comments: Yes Position: Target
Direct Inquiries to: THE CUSTOMER HELP CENTER AT Phone:
(888) 382-2721 - OPTION 4. Phone:

Select View: Envelope Detail PayRate Information Agent Information Comments
Envelope Update History CUSIP Cross Reference

Envelope Detail

OFFER TYPE : TENDER
PRELIMINARY INFORMATION SOURCE: PRESS RELEASE
DATE PRELIM INFO SOURCE REC'D : 07/19/2017
FINAL INFORMATION SOURCE : OFFER TO PURCHASE
DATE FINAL INFO SOURCE REC'D : 08/02/2017
FOREIGN ISSUE : N
PAYOUT CURRENCY : U S DOLLAR
OFFEROR : SIZMEK INC.
OFFEROR S TERMS : \$2.60 PER SHARE
ATOP ELIGIBLE : ATOP I ELIGIBLE
CONTRA CUSIP : 773990452
CONTRA CUSIP DESC. : ROCKET FUEL INC +&
DTC EXPIRATION DATE : 08/29/2017
ACTUAL EXPIRATION DATE : 08/29/2017
DTC COVER PROTECT EXPIR DATE : 09/01/2017
ACTUAL COVER PROTECT EXPIR DT : 09/01/2017
WITHDRAWAL DATE : 08/29/2017
WITHDRAWAL PRIVILEGE : Y
DTC SUBMIT PROTECT EXPIR DATE : 08/29/2017
BID ODD LOT (ATOP) : N
NUMBER OF CONDITIONS : 0

Comments

08/02/17: THE INFORMATION AGENT FOR THE OFFER IS:
OKAPI PARTNERS LLC, 1212 AVENUE OF THE AMERICAS, 24TH FLOOR, NEW YORK,
NEW YORK 10036, STOCKHOLDERS MAY CALL TOLL-FREE: 888-785-6709,
BANKS & BROKERS MAY CALL: 212-297-0720, EMAIL: INFO@OKAPIPARTNERS.COM

08/03/17: PARTICIPANTS MUST OBTAIN THE OFFER TO PURCHASE FOR CASH DATED
08/02/17 AND THE RELATED LETTER OF TRANSMITTAL FOR THE COMPLETE TERMS AND
CONDITIONS OF THE OFFER.

THE OFFER IS BEING MADE PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED
AS OF JULY 17, 2017 (THE "MERGER AGREEMENT"), BY AND AMONG SIZMEK INC.
("PARENT"), FUEL ACQUISITION CO., A WHOLLY OWNED SUBSIDIARY OF PARENT
("PURCHASER"), AND ROCKET FUEL INC. (THE "COMPANY"). PURCHASER IS OFFERING
TO PURCHASE ALL OF THE OUTSTANDING SHARES OF COMMON STOCK OF THE COMPANY
(THE "SHARES") AT A PRICE OF \$2.60 PER SHARE, NET TO THE SELLER IN CASH,
WITHOUT INTEREST (THE "PER SHARE AMOUNT"), LESS ANY APPLICABLE DEDUCTIONS
OR WITHHOLDING TAXES REQUIRED BY APPLICABLE LAW (THE "OFFER").

PURSUANT TO THE MERGER AGREEMENT, FOLLOWING THE CONSUMMATION OF THE OFFER AND

ANEXO I

THE SATISFACTION OR WAIVER OF EACH OF THE APPLICABLE CONDITIONS SET FORTH IN THE MERGER AGREEMENT, PURCHASER AND THE COMPANY WILL MERGE (THE "MERGER"), WITH THE COMPANY CONTINUING AS THE SURVIVING CORPORATION IN THE MERGER AND AS A WHOLLY OWNED SUBSIDIARY OF PARENT (THE "SURVIVING CORPORATION"). AS A RESULT OF THE MERGER, EACH SHARE OUTSTANDING IMMEDIATELY PRIOR TO THE EFFECTIVE TIME OF THE MERGER (OTHER THAN SHARES OWNED BY PARENT, PURCHASER, THE COMPANY (AS TREASURY STOCK), ANY SUBSIDIARY OF PARENT OR THE COMPANY, OR BY ANY STOCKHOLDER OF THE COMPANY WHO OR WHICH IS ENTITLED TO AND PROPERLY DEMANDS AND PERFECTS APPRAISAL OF SUCH SHARES PURSUANT TO, AND COMPLIES IN ALL RESPECTS WITH, THE APPLICABLE PROVISIONS OF DELAWARE LAW) WILL AT THE EFFECTIVE TIME OF THE MERGER BE CONVERTED INTO THE RIGHT TO RECEIVE THE PER SHARE AMOUNT.

ON JULY 17, 2017, AFTER CAREFUL CONSIDERATION, THE BOARD OF DIRECTORS OF THE COMPANY (THE "BOARD OF DIRECTORS" OR THE "BOARD") HAS UNANIMOUSLY (I) DETERMINED THAT IT IS IN THE BEST INTERESTS OF THE COMPANY AND ITS STOCKHOLDERS, AND ADVISABLE, TO ENTER INTO THE MERGER AGREEMENT AND CONSUMMATE THE OFFER AND THE MERGER (THE "TRANSACTIONS") UPON THE TERMS AND SUBJECT TO THE CONDITIONS SET FORTH IN THE MERGER AGREEMENT; (II) APPROVED THE MERGER AGREEMENT AND ITS EXECUTION AND DELIVERY BY THE COMPANY, THE PERFORMANCE BY THE COMPANY OF ITS COVENANTS AND OTHER OBLIGATIONS IN THE MERGER AGREEMENT, AND THE CONSUMMATION OF THE TRANSACTIONS IN ACCORDANCE WITH THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE (THE "DGCL"), INCLUDING THAT THE MERGER SHALL BE GOVERNED BY AND EFFECTED PURSUANT TO SECTION 251(H) OF THE DGCL AND THAT THE MERGER SHALL BE CONSUMMATED AS PROMPTLY AS PRACTICABLE FOLLOWING THE TIME WHEN PURCHASER WILL (AND PARENT WILL CAUSE PURCHASER TO) ACCEPT FOR PAYMENT, AND PAY FOR, ALL SHARES THAT ARE VALIDLY TENDERED AND NOT WITHDRAWN PURSUANT TO THE OFFER PROMPTLY (WITHIN THE MEANING OF SECTION 14E-1(C) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE "EXCHANGE ACT")) AFTER THE EXPIRATION OF THE OFFER (AS IT MAY BE EXTENDED AS PROVIDED IN THE MERGER AGREEMENT) (THE "ACCEPTANCE TIME"); AND (III) RECOMMENDED THAT THE COMPANY'S STOCKHOLDERS ACCEPT THE OFFER AND TENDER THEIR SHARES TO PURCHASER PURSUANT TO THE OFFER.

PARTICIPANTS SHOULD CONSULT THEIR TAX ADVISOR FOR COMPLETE DETAILS IN REFERENCE TO WITHHOLDING TAXES.

PAYMENT DATE: IF THE CONDITIONS TO THE OFFER AS SET FORTH IN SECTION 15 - "CERTAIN CONDITIONS OF THE OFFER" (THE "TENDER OFFER CONDITIONS") ARE SATISFIED OR WAIVED AND THE PURCHASER CONSUMMATES THE OFFER AND ACCEPTS SHARES FOR PAYMENT, THE PURCHASER WILL PAY AN AMOUNT EQUAL TO THE NUMBER OF SHARES TENDERED MULTIPLIED BY \$2.60 IN CASH WITHOUT INTEREST, LESS ANY APPLICABLE WITHHOLDING TAXES OR OTHER DEDUCTIONS REQUIRED BY APPLICABLE LAW, AS PROMPTLY AS PRACTICABLE FOLLOWING THE EXPIRATION OF THE OFFER. SEE SECTION 1 - "TERMS OF THE OFFER" AND SECTION 2 - "ACCEPTANCE FOR PAYMENT AND PAYMENT OF SHARES."

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, AT THE END OF AUGUST 29, 2017, UNLESS THE OFFER IS EXTENDED.