



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4561

October 8, 2015

Monte Zweben  
Principal Executive Officer  
Rocket Fuel Inc.  
1900 Seaport Boulevard  
Pacific Shores Center  
Redwood City, CA 94063

**Re: Rocket Fuel Inc.  
Form 10-K for the Fiscal Year Ended December 31, 2014  
Filed March 16, 2015  
File No. 001-36071**

Dear Mr. Zweben:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Stephen Krikorian

Stephen Krikorian,  
Accounting Branch Chief  
Office of Information Technologies  
and Services