
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

SCHEDULE 13D
(Rule 13d-101)

**Information to be Included in Statements Filed Pursuant
to § 240.13d-1(a) and Amendments Thereto Filed
Pursuant to § 240.13D-2(a)**

**Under the Securities Exchange Act of 1934
(Amendment No. 4)**

Rapid7, Inc.
(Name of Issuer)

Common Stock, \$0.01
par value per share
(Title of Class of Securities)

753422 10 4
(CUSIP Number)

Bain Capital Venture Investors, LLC
200 Clarendon Street
Boston, MA 02116
617-516-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 16, 2018
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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.

| | | |
|---|---|--|
| 1 | Names of Reporting Persons Bain Capital Venture Fund 2007, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds WC | |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 3,219,142 shares of Common Stock |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 3,219,142 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 3,219,142 shares of Common Stock | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) 7.0% | |
| 14 | Type of Reporting Person PN | |

| | | |
|---|---|--|
| 1 | Names of Reporting Persons BCIP Venture Associates | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds WC | |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 457,848 shares of Common Stock |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 457,848 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 457,848 shares of Common Stock | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) 1.0% | |
| 14 | Type of Reporting Person PN | |

| | | |
|---|---|---|
| 1 | Names of Reporting Persons BCIP Venture Associates-B | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds WC | |
| 5 | Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | Citizenship or Place of Organization Delaware | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 5,723 shares of Common Stock |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 5,723 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 5,723 shares of Common Stock | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) Less than 0.1% | |
| 14 | Type of Reporting Person PN | |

This Amendment No. 4 to Schedule 13D relates to common stock, \$0.01 par value per share (the “Common Stock”), of Rapid7, Inc., a Delaware corporation (the “Issuer”), and amends the initial statement on Schedule 13D filed by the Reporting Persons relating to the Common Stock on August 3, 2015 (as amended by Amendment No. 1 filed June 7, 2017, Amendment No. 2 filed November 16, 2017, and Amendment No. 3 filed on January 31, 2018, the “Initial Statement,” and as further amended by this Amendment No. 4, the “Schedule 13D”). Capitalized terms used but not defined herein have the meanings given to them in the Initial Statement.

Item 5. Interest in Securities of the Issuer

Item 5 of the Initial Statement is hereby amended and restated as follows:

(a) – (c) The information contained on the cover pages and Item 2 of this Schedule 13D is hereby incorporated herein by reference. The following disclosure assumes that there are 46,014,155 shares of Common Stock issued and outstanding, which the Issuer represented in its prospectus supplement filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933 on March 15, 2018.

On March 16, 2018, in an underwritten public offering pursuant to an Underwriting Agreement, as further described in Item 6 below, BCVF sold 874,122 shares of Common Stock, BCIPVA sold 124,324 shares of Common Stock and BCIPVB sold 1,554 shares of Common Stock.

After giving effect to the transactions described above, BCVF holds 3,219,142 shares of Common Stock, representing 7.0% of the shares of Common Stock outstanding, BCIPVA holds 457,848 shares of Common Stock, representing 1.0% of the shares of Common Stock outstanding, and BCIPVB holds 5,723 shares of Common Stock, representing less than 0.1% of the shares of Common Stock outstanding.

(d) Except as otherwise described in this Item 5, no one other than the Reporting Persons has the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, any of the Common Stock beneficially owned by the Reporting Persons as described in this Item 5.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Initial Statement is hereby amended and supplemented as follows:

Underwriting Agreement

On March 16, 2018, pursuant to an underwriting agreement (the “Underwriting Agreement”), dated as of March 13, 2018, by and among the Reporting Persons, the Issuer, the other selling stockholders named therein, and Barclays Capital Inc. (the “Underwriter”), the Reporting Persons sold an aggregate of 1,000,000 shares of Common Stock to the Underwriter. The Underwriter purchased the shares of Common Stock at a price of \$25.79 per share.

Lock-up Agreement

In connection with the Underwriting Agreement, each of the Reporting Persons entered into a lock-up agreement (the “Lock-up Agreement”) with the Representatives. Pursuant to the Lock-up Agreement, each Reporting Person agreed not to sell or otherwise transfer any Common Stock or securities convertible into, exchangeable for or exercisable for Common Stock, for 60 days after March 13, 2018 without the written consent of the Underwriter.

In connection with the offering, the Underwriter, on behalf of the underwriters of the public offering of the Company consummated in January 2018, agreed to waive the lock-up restrictions applicable to the Reporting Persons in order to permit the sale of shares in the offering.

The summaries of the Underwriting Agreement and Lock-up Agreement contained in this Item 6 are qualified in their entirety by reference to the Underwriting Agreement and the Lock-up Agreement, each of which is filed as an exhibit hereto and incorporated by reference herein.

Item 7. Material to be Filed as Exhibits

Item 7 of the Initial Statement is hereby amended and supplemented as follows:

- Exhibit F Underwriting Agreement, dated March 13, 2018, by and among Rapid7, Inc., the Selling Stockholders and Barclays Capital Inc., as Underwriter (incorporated by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 15, 2018)
- Exhibit G Form of Lock-up Agreement (incorporated by reference to Exhibit A to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 15, 2018)

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 19, 2018

BAIN CAPITAL VENTURE FUND 2007, L.P.

By: Bain Capital Venture Partners 2007, L.P.,
its general partner

By: Bain Capital Venture Investors, LLC,
its general partner

BCIP VENTURE ASSOCIATES

By: Boylston Coinvestors, LLC,
its managing partner

BCIP VENTURE ASSOCIATES-B

By: Boylston Coinvestors, LLC,
its managing partner

By: /s/ Michael A. Krupka

Name: Michael A. Krupka

Title: Authorized Signatory