

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BAIN CAPITAL VENTURE INVESTORS, LLC</u> (Last) (First) (Middle) <u>200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Rapid7, Inc. [RPD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	03/16/2018		S		1,000,000	D	\$25.79	3,682,713	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>BAIN CAPITAL VENTURE INVESTORS, LLC</u> (Last) (First) (Middle) <u>200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Bain Capital Venture Partners 2007, L.P.](#)

(Last) (First) (Middle)
200 CLARENDON STREET

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Bain Capital Venture Fund 2007, L.P.](#)

(Last) (First) (Middle)
200 CLARENDON STREET

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP Venture Associates](#)

(Last) (First) (Middle)
200 CLARENDON STREET

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BCIP VENTURE ASSOCIATES-B](#)

(Last) (First) (Middle)
200 CLARENDON STREET

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[KRUPKA MICHAEL A](#)

(Last) (First) (Middle)
C/O BAIN CAPITAL VENTURE INVESTORS, LLC
200 CLARENDON STREET

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Agarwal Ajay		
(Last)	(First)	(Middle)
C/O BAIN CAPITAL VENTURE INVESTORS, LLC		
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)		
(State)		
(Zip)		

Explanation of Responses:

1. Bain Capital Venture Investors, LLC ("BCVI") is the general partner of Bain Capital Venture Partners 2007, L.P. ("Partners 2007"), which is the general partner of Bain Capital Venture Fund 2007, L.P. ("Fund 2007"). As a result, Partners 2007 may be deemed to share voting and dispositive power with respect to shares of Common Stock held by Fund 2007. Partners 2007 disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On March 16, 2018, Fund 2007 sold 874,122 shares of Common Stock. Following such sale Fund 2007 held 3,219,142 shares of Common Stock.
2. On March 16, 2018, BCIP Venture Associates ("BCIP VA"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), sold 124,324 shares of Common Stock. Following such sale BCIP VA held 457,848 shares of Common Stock.
3. On March 16, 2018, BCIP Venture Associates-B ("BCIP VA-B" and together with Fund 2007, and BCIP VA, the "Bain Capital Entities"), whose managing partner is Boylston, sold 1,554 shares of Common Stock. Following such sale BCIP VA-B held 5,723 shares of Common Stock.
4. The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Entities is directed by the Executive Committee of BCVI, which consists of Michael A. Krupka and Ajay Agarwal. As a result, BCVI and Messrs. Krupka and Agarwal may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by the Bain Capital Entities. Each of BCVI and Messrs. Krupka and Agarwal disclaims beneficial ownership of such securities except to the extent of its or his pecuniary interest therein.

Remarks:

[BAIN CAPITAL VENTURE INVESTORS, LLC, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Managing Director](#) [03/19/2018](#)

[BAIN CAPITAL VENTURE PARTNERS 2007, L.P., BY: Bain Capital Venture Investors, LLC, its general partner, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Managing Director](#) [03/19/2018](#)

[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, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Managing Director](#) [03/19/2018](#)

[BCIP VENTURE ASSOCIATES, BY: Boylston Coinvestors, LLC, its managing partner, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Authorized Signatory](#) [03/19/2018](#)

[BCIP VENTURE ASSOCIATES-B, BY: Boylston Coinvestors, LLC, its managing partner, By: /s/ Michael A. Krupka, Name: Michael A. Krupka, Title: Authorized Signatory](#) [03/19/2018](#)

[By: /s/ Michael A. Krupka, Name: Michael A. Krupka](#) [03/19/2018](#)

[By: /s/ Ajay Agarwal, Name: Ajay Agarwal](#) [03/19/2018](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.