

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
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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>Rosenberg John C.</u> <hr/> (Last) (First) (Middle) C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD <hr/> (Street) MENLO PARK CA 94025 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Director by Deputation
	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2018	
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									1,333,747	I	TCV VII, L.P. <sup>(1)</sup>	
Common Stock									692,647	I	TCV VII (A), L.P. <sup>(2)</sup>	
Common Stock									11,649	I	TCV Member Fund, L.P. <sup>(3)</sup>	

**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\*

Rosenberg John C.

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(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
250 MIDDLEFIELD ROAD

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(Street)

MENLO PARK CA 94025

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Yuan David](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
250 MIDDLEFIELD ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TCV VII LP](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
250 MIDDLEFIELD ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TCV VII\(A\) LP](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
250 MIDDLEFIELD ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TCV Member Fund, L.P.](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
250 MIDDLEFIELD ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Technology Crossover Management VII, L.P.](#)

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES  
250 MIDDLEFIELD ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. These securities are directly held by TCV VII, L.P. ("TCV VII"), Timothy P. McAdam, Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew, Robert W. Trudeau, John C. Rosenberg and David L. Yuan (collectively, the "TCM VII Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII. The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

2. These securities are directly held by TCV VII (A), L.P. ("TCV VII (A)"). The TCM VII Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A). The TCM VII Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), but each of the TCM VII Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

3. These securities are directly held by TCV Member Fund, L.P. ("TCV MF"). The TCM VII Directors are Class A Directors of Management VII, which is a general partner of TCV MF, and limited partners of TCV MF. The TCM VII Directors and Management VII may be deemed to beneficially own the securities held by TCV MF, but the TCM VII Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

**Remarks:**

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Timothy P. McAdam, Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, and Christopher P. Marshall on May 16, 2018 and relates to the same transactions.

Frederic D. Fenton,  
Authorized Signatory for      05/16/2018  
David L. Yuan

Frederic D. Fenton,  
Authorized Signatory for John 05/16/2018  
C. Rosenberg

Frederic D. Fenton,  
Authorized Signatory for TCV 05/16/2018  
VII, L.P.

Frederic D. Fenton,  
Authorized Signatory for TCV 05/16/2018  
VII (A), L.P.

Frederic D. Fenton,  
Authorized Signatory for TCV 05/16/2018  
Member Fund, L.P.

Frederic D. Fenton,  
Authorized Signatory for      05/16/2018  
Technology Crossover  
Management VII, L.P.

\*\* 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.**