

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>Nye Benjamin</u> (Last) (First) (Middle) C/O BAIN CAPITAL VENTURE INVESTORS, LLC 200 CLARENDON STREET (Street) BOSTON MA 02116 (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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2018</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 ⁽¹⁾	06/12/2018		A		5,299 ⁽²⁾	A	\$0.00	18,055	D			
Common Stock								2,182,713	I	See footnotes ⁽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					

Explanation of Responses:

- This security represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock of the Issuer.
- This restricted stock unit grant vests in full on the earlier of: (i) the date of the Issuer's next annual meeting of stockholders held after the date of the grant or (ii) the first anniversary of the date of the grant, in each case subject to the Reporting Person's continued service with the Issuer through the applicable vesting date.
- Represents shares of Common Stock held directly by Bain Capital Venture Fund 2007, L.P., BCIP Venture Associates and BCIP Venture Associates-B (collectively, the "Bain Capital Entities").
- The governance, investment strategy and decision making process with respect to investments held by the Bain Capital Entities is directed by the Executive Committee of Bain Capital Ventures Investors, LLC ("BCVI"). Mr. Nye is a Senior Advisor of BCVI. By virtue of the relationships described in these footnotes, Mr. Nye may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Entities. Mr. Nye disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Benjamin Nye 06/14/2018

** 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.