

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Kaes Peter</u> <hr/> (Last) (First) (Middle) C/O RAPID7, INC. 100 SUMMER STREET <hr/> (Street) BOSTON MA 02110 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/14/2018	3. Issuer Name and Ticker or Trading Symbol <u>Rapid7, Inc. [RPD]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, General Counsel</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK	84,315	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	(1)	02/04/2024	COMMON STOCK	10,000	7.73	D
Employee Stock Option (Right to Buy)	(2)	02/04/2025	COMMON STOCK	7,500	9.77	D
Employee Stock Option (Right to Buy)	(3)	02/02/2026	COMMON STOCK	8,000	12.98	D
Employee Stock Option (Right to Buy)	(4)	08/03/2026	COMMON STOCK	18,000	14.22	D
Employee Stock Option (Right to Buy)	(5)	01/31/2027	COMMON STOCK	45,000	12.47	D

Explanation of Responses:

- Immediately exercisable.
- 7,187 of these shares are immediately exercisable. The remaining shares shall vest and become exercisable in 2 monthly installments beginning on January 4, 2019, subject to the Reporting Person's continuous service through each vesting date.
- 5,500 of these shares are immediately exercisable. The remaining shares shall vest and become exercisable in 5 quarterly installments beginning on February 15, 2019, subject to the Reporting Person's continuous service through each vesting date.
- 10,125 of these shares are immediately exercisable. The remaining shares shall vest and become exercisable in 7 quarterly installments beginning on February 15, 2019, subject to the Reporting Person's continuous service through each vesting date.
- 19,687 of these shares are immediately exercisable. The remaining shares shall vest and become exercisable in 9 quarterly installments beginning on February 19, 2019, subject to the Reporting Person's continuous service through each vesting date.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

/s/ Peter Kaes 12/20/2018

** 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 5 (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.

POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Nicole Brookshire and Richard Segal of Cooley LLP, Jeff Kalowski and Raisa Litmanovich of Rapid7, Inc. (the "Company"), signing indi

- (1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the the Securities and Exchange Commission (the "SEC") Form ID and Forms 3, 4 and 5 (including amendments thereto and joint
- (2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5 (including amendments thereto and joint filing agr
- (3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Form ID or Forms 3, 4 and 5 with respect to the undersigned's holdings of and t

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: December 17, 2018

By: /s/ Peter Kaes
Name: Peter Kaes
Title: General Counsel