

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>TCV VII LP</u> (Last) (First) (Middle) C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD (Street) MENLO PARK CA 94025 (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 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>May be part of a 13(d) group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/10/2018</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	09/10/2018		J ⁽¹⁾		654,425	D	\$0	679,322	I	TCV VII, L.P. ⁽²⁾
Common Stock	09/10/2018		J ⁽³⁾		339,859	D	\$0	352,788	I	TCV VII (A), L.P. ⁽⁴⁾
Common Stock	09/10/2018		J ⁽⁵⁾		5,716	D	\$0	5,933	I	TCV Member Fund, L.P. ⁽⁶⁾
Common Stock	09/10/2018		J ⁽⁷⁾		252,299	A	\$0	252,299	I	Technology Crossover Management VII, L.P. ⁽⁸⁾
Common Stock	09/10/2018		J ⁽⁹⁾		250,141	D	\$0	2,158	I	Technology Crossover Management VII, L.P. ⁽⁸⁾
Common Stock	09/10/2018		J ⁽¹⁰⁾		23,481	A	\$0	23,481	I	Hoag Family Trust U/A Dtd 8/2/34 ⁽¹¹⁾
Common Stock	09/10/2018		J ⁽¹²⁾		23,477	A	\$0	23,477	I	Hamilton Investments Limited Partnership ⁽¹³⁾
Common Stock	09/10/2018		J ⁽¹⁴⁾		32,447	A	\$0	81,161	I	Goose Rocks Beach Partners, L.P. ⁽¹⁵⁾
Common Stock	09/10/2018		J ⁽¹⁶⁾		17,186	A	\$0	17,186	I	Drew Family Trust dated 10/5/2004 ⁽¹⁷⁾
Common Stock	09/10/2018		J ⁽¹⁸⁾		10,521	A	\$0	10,521	I	Ten 271 Partners B ⁽¹⁹⁾
Common Stock	09/10/2018		J ⁽²⁰⁾		28,670	A	\$0	28,670	I	Reynolds Family Trust ⁽²¹⁾
Common Stock	09/10/2018		J ⁽²²⁾		27,705	A	\$0	27,705	I	Robert W. Trudeau ⁽²³⁾

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	09/10/2018		J ⁽²⁴⁾		10,618	A	\$0	10,618	I	Marshall Carroll 2000 Trust ⁽²⁵⁾
Common Stock	09/10/2018		J ⁽²⁶⁾		152	A	\$0	152	I	Marshall Partners ⁽²⁷⁾
Common Stock	09/11/2018		S		1,348	D	\$37.768 ⁽²⁸⁾	810	I	Technology Crossover Management VII, L.P. ⁽⁸⁾
Common Stock	09/11/2018		S		810	D	\$38.4467 ⁽²⁹⁾	0	I	Technology Crossover Management VII, L.P. ⁽⁸⁾
Common Stock	09/11/2018		S		23,477	D	\$38.95	0	I	Hamilton Investments Limited Partnership ⁽¹³⁾
Common Stock	09/11/2018		S		81,161	D	\$37.739 ⁽³⁰⁾	0	I	Goose Rocks Beach Partners, L.P. ⁽¹⁵⁾
Common Stock	09/11/2018		S		17,186	D	\$37.8984 ⁽³¹⁾	0	I	Drew Family Trust dated 10/5/2004 ⁽¹⁷⁾
Common Stock	09/11/2018		S		10,521	D	\$37.8984 ⁽³¹⁾	0	I	Ten 271 Partners B ⁽¹⁹⁾
Common Stock	09/11/2018		S		27,705	D	\$38.0054 ⁽³²⁾	0	I	Robert W. Trudeau ⁽²³⁾
Common Stock	09/11/2018		S		7,192	D	\$37.7554 ⁽³³⁾	3,426	I	Marshall Carroll 2000 Trust ⁽²⁵⁾
Common Stock	09/11/2018		S		3,426	D	\$38.437 ⁽³⁴⁾	0	I	Marshall Carroll 2000 Trust ⁽²⁵⁾
Common Stock	09/11/2018		S		103	D	\$37.7554 ⁽³³⁾	49	I	Marshall Partners ⁽²⁷⁾
Common Stock	09/11/2018		S		49	D	\$38.437 ⁽³⁴⁾	0	I	Marshall Partners ⁽²⁷⁾
Common Stock ⁽³⁵⁾	09/12/2018		S		9,622	D	\$37.4893 ⁽³⁶⁾	5,299	I	TCV VII Management, L.L.C. ⁽³⁵⁾

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 *

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)

1. Name and Address of Reporting Person *

HOAG JAY C

(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 *

KIMBALL RICK

(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 *

DREW JOHN

(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 *

REYNOLDS JON Q JR

(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 *

Trudeau Robert

(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 *

Marshall Christopher P

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES
250 MIDDLEFIELD ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. In kind pro-rata distribution from TCV VII, L.P. ("TCV VII") to its partners, without consideration.

2. These securities are directly held by TCV VII. Timothy P. McAdam, Jay C. Hoag, Christopher P. Marshall, Jon Q. Reynolds, Jr., Richard H. Kimball, John L. Drew, Robert W. Trudeau, 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.
3. In kind pro-rata distribution from TCV VII (A), L.P. ("TCV VII (A)") to its partners, without consideration.
4. These securities are directly held by 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.
5. In kind pro-rata distribution from TCV Member Fund, L.P. ("TCV MF") to its partners, without consideration.
6. These securities are directly held by 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.
7. Acquisition by TCM VII pursuant to an in kind pro-rata distribution by each of TCV VII and TCV VII (A) to each of its respective partners, without consideration.
8. These securities are directly held by TCM VII (A). The TCM VII Directors are Class A Directors of Management VII, which is the General Partner of TCM VII and Limited Partners of TCM VII. The TCM VII Directors and Management VII may be deemed to beneficially own the securities held by TCM VII, but the TCM VII Directors and Management VII each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
9. In kind pro-rata distribution from TCM VII to its partners, without consideration.
10. Acquisition by the Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
11. Jay C. Hoag is a Trustee of the Hoag Family Trust U/A Dtd 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
12. Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
13. Jay C. Hoag is a General Partner of Hamilton Investments Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
14. Acquisition by Goose Rocks Beach Partners, L.P. pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
15. Richard H. Kimball is the General Partner of Goose Rocks Beach Partners, L.P. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
16. Acquisition by Drew Family Trust dated 10/5/2004 pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
17. John L. Drew is a Trustee of the Drew Family Trust dated 10/5/2004. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
18. Acquisition by Ten 271 Partners B pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
19. John L. Drew is a General Partner of Ten 271 Partners B. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
20. Acquisition by the Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
21. Jon Q. Reynolds, Jr. is a Trustee of the Reynolds Family Trust. Mr. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
22. Acquisition by Robert W. Trudeau pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
23. Shares held directly by Robert W. Trudeau.
24. Acquisition by the Marshall Carroll 2000 Trust pursuant to an in kind pro-rata distribution by TCM VII and TCV MF to each of their partners, without consideration.
25. Christopher P. Marshall is a Trustee of the Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
26. Acquisition by Marshall Partners pursuant to an in kind pro-rata distribution by TCV MF to its partners, without consideration.
27. Christopher P. Marshall is a General Partner of Marshall Partners. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
28. This number represents a weighted average sales price. The shares were sold at prices ranging from \$37.53 to \$37.98. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
29. This number represents a weighted average sales price. The shares were sold at prices ranging from \$38.12 to \$38.88. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
30. This number represents a weighted average sales price. The shares were sold at prices ranging from \$37.46 to \$38.04. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
31. This number represents a weighted average sales price. The shares were sold at prices ranging from \$37.63 to \$38.305. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
32. This number represents a weighted average sales price. The shares were sold at prices ranging from \$37.5 to \$38.28. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
33. This number represents a weighted average sales price. The shares were sold at prices ranging from \$37.18 to \$37.97. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
34. This number represents a weighted average sales price. The shares were sold at prices ranging from \$38.00 to \$38.97. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
35. Represents restricted stock units ("RSUs") held of record by Timothy P. McAdam, for the benefit of TCV VII Management, L.L.C. ("TCV VII Management"). Each RSU represents a contingent right to receive one share of common stock of the issuer. The RSUs vest 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 grant, in each case subject to Mr. McAdam's continued service with the issuer through the applicable vesting date. Messrs. Hoag, Marshall, Reynolds, Kimball, Drew, and Trudeau (the "TCM Members") are members of TCV VII Management. Mr. McAdam and the TCM Members each disclaims beneficial ownership of such RSUs and the underlying shares of the issuer's common stock except to the extent of their respective pecuniary interest therein.
36. This number represents a weighted average sales price. The shares were sold at prices ranging from \$37.15 to \$37.73. The Reporting Person hereby undertakes to provide upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

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 and David L. Yuan on September 12, 2018 and relates to the same transactions.

[Frederic D. Fenton,](#)
[Authorized Signatory for TCV 09/12/2018](#)
[VII, L.P.](#)

[Frederic D. Fenton,](#)
[Authorized Signatory for TCV 09/12/2018](#)
[VII \(A\), L.P.](#)

[Frederic D. Fenton,](#)
[Authorized Signatory for TCV 09/12/2018](#)
[Member Fund, L.P.](#)

[Frederic D. Fenton,](#)
[Authorized Signatory for](#) 09/12/2018
[Technology Crossover](#)
[Management VII, L.P.](#)

[Frederic D. Fenton,](#)
[Authorized Signatory for Jay](#) 09/12/2018
[C. Hoag](#)

Frederic D. Fenton,
Authorized Signatory for 09/12/2018
Richard H. Kimball

Frederic D. Fenton,
Authorized Signatory for John 09/12/2018
L. Drew

Frederic D. Fenton,
Authorized Signatory for Jon 09/12/2018
O. Reynolds, Jr.

Frederic D. Fenton,
Authorized Signatory for 09/12/2018
Robert W. Trudeau

Frederic D. Fenton,
Authorized Signatory for 09/12/2018
Christopher P. Marshall

** 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.