

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Rapid7, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

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Aggregate number of securities to which transaction applies:

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Proposed maximum aggregate value of transaction:

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Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

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Form, Schedule or Registration Statement No.:

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Filing Party:

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Date Filed:



### Online

Go to [www.envisionreports.com/RPD](http://www.envisionreports.com/RPD) or scan the QR code – login details are located in the shaded bar below.



Votes submitted electronically must be received by 11:59 P.M., Eastern Time, on June 2, 2020.

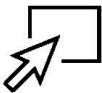
## Annual Meeting Notice

### Important Notice Regarding the Availability of Proxy Materials for the Rapid7 Annual Meeting of Stockholders to be Held on June 3, 2020

Under Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. This is not a ballot. You cannot use this notice to vote these shares. You are receiving this notice that the proxy materials for the Annual Meeting of Stockholders are available on the Internet. Follow the instructions below to view the proxy materials, directions to the Annual Meeting and vote online or request a paper copy. The items to be voted on and location of the Annual Meeting are on the reverse side. Your vote is important!

**This communication is not a form of voting and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:**

[www.envisionreports.com/RPD](http://www.envisionreports.com/RPD)



### Easy Online Access – View your proxy materials and vote.

- Step 1:** Go to [www.envisionreports.com/RPD](http://www.envisionreports.com/RPD).
- Step 2:** Click on **Cast Your Vote or Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



**Obtaining a Copy of the Proxy Materials – If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 22, 2020 in order to receive in time for the Annual Meeting.**



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## Rapid7 Annual Meeting Notice

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Rapid7's Annual Meeting of Stockholders will be held on Wednesday, June 3, 2020, at 10:00 a.m., Eastern Time, virtually via the internet at <http://www.meetingcenter.io/235746995>. To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form. The meeting password is RPD2020.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** each of the nominees listed in Proposal 1 and **FOR** Proposals 2 - 5.

1. To elect three Class II directors, Judy Bruner, Benjamin Holzman and Tom Schodorf, to hold office until the 2023 annual meeting of stockholders and until their successors have been duly elected and qualified, subject to their earlier death, resignation or removal.
2. To ratify the selection by the Audit Committee of the Board of Directors of KPMG LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2020.
3. To approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement.
4. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), to declassify its board of directors.
5. To approve an amendment to the Company's Certificate of Incorporation to eliminate the supermajority voting requirement for (i) amendments to the Certificate of Incorporation and (ii) stockholder amendments to the Company's Amended and Restated Bylaws.
6. To conduct any other business properly brought before the Annual Meeting (including adjournments, continuations and postponements thereof).

**PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.**



### Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to [www.envisionreports.com/RPD](http://www.envisionreports.com/RPD). Click Cast Your Vote or Request Materials.
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Rapid7, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by May 22, 2020.