

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Weiner Lee David</u>  (Last) (First) (Middle) C/O RAPID7, INC. 120 CAUSEWAY STREET  (Street) BOSTON MA 02114  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Product Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	02/15/2020		F <sup>(1)</sup>		4,019	D	\$55.23	168,869	D	
COMMON STOCK	02/18/2020		M <sup>(2)</sup>		3,750	A	\$12.98	172,619	D	
COMMON STOCK	02/18/2020		M <sup>(2)</sup>		3,750	A	\$12.47	176,369	D	
COMMON STOCK	02/18/2020		S <sup>(2)</sup>		12,644	D	\$55.321 <sup>(3)</sup>	163,725	D	
COMMON STOCK	02/18/2020		S <sup>(2)</sup>		1,094	D	\$55.7345 <sup>(4)</sup>	162,631	D	

**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
Employee Stock Option (Right to Buy)	\$12.98	02/18/2020		M <sup>(2)</sup>		3,750	(5)	02/02/2026	COMMON STOCK	3,750	\$0	0	D	
Employee Stock Option (Right to Buy)	\$12.47	02/18/2020		M <sup>(2)</sup>		3,750	(6)	01/31/2027	COMMON STOCK	3,750	\$0	15,000	D	

**Explanation of Responses:**

- Represents shares withheld by the Issuer to satisfy Mr. Weiner's tax withholding obligation upon the vesting of restricted stock units previously granted to Mr. Weiner on February 2, 2016, January 31, 2017, February 1, 2018 and January 31, 2019.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 9, 2019.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.67 to \$55.64, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.68 to \$55.81, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Immediately exercisable.
- The shares underlying this option vest and become exercisable in 16 equal quarterly installments, with the first installment vesting on May 15, 2017, subject to the reporting person's continued service with the Issuer through each vesting date.

**Remarks:**

/s/ Peter Kaes, Attorney-in-Fact 02/19/2020

\*\* 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.

