

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Thomas Corey E.</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2021</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			
C/O RAPID7, INC. 120 CAUSEWAY STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
BOSTON	MA	02114							

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	02/15/2021		A ⁽¹⁾		3,708	A	\$0	383,076	D	
COMMON STOCK	02/15/2021		F ⁽²⁾		13,603	D	\$87.61	369,473	D	
COMMON STOCK	02/16/2021		M ⁽³⁾		105,796	A	\$5.05	475,269	D	
COMMON STOCK	02/16/2021		S ⁽³⁾		50,336	D	\$82.3781 ⁽⁴⁾	424,933	D	
COMMON STOCK	02/16/2021		S ⁽³⁾		24,751	D	\$83.1261 ⁽⁵⁾	400,182	D	
COMMON STOCK	02/16/2021		S ⁽³⁾		13,391	D	\$84.1454 ⁽⁶⁾	386,791	D	
COMMON STOCK	02/16/2021		S ⁽³⁾		13,260	D	\$85.1177 ⁽⁷⁾	373,531	D	
COMMON STOCK	02/16/2021		S ⁽³⁾		1,700	D	\$85.9302 ⁽⁸⁾	371,831	D	
COMMON STOCK	02/16/2021		S ⁽³⁾		2,358	D	\$87.7183 ⁽⁹⁾	369,473	D	
COMMON STOCK								218,748	I	By Thomas Family Holdings LLC ⁽¹⁰⁾
COMMON STOCK								60,000	I	By Trust ⁽¹¹⁾

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						Amount or Number of Shares
Stock Option (Right to Buy)	\$5.05	02/16/2021		M ⁽³⁾			105,796	(12)	01/03/2023	COMMON STOCK	105,796	\$0	531,824	D	

Explanation of Responses:

- Reporting Person elected to receive annual bonus payment under the Issuer's Executive Incentive Bonus Plan in the form of fully-vested restricted stock units, as authorized by the Issuer's compensation committee.
- Represents shares withheld by the Issuer to satisfy Mr. Thomas' tax withholding obligation upon the vesting of restricted stock units previously granted to Mr. Thomas on January 31, 2017, February 1, 2018, January 31, 2019, January 30, 2020 and February 15, 2021.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 9, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.68 to \$82.67, 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 \$82.68 to \$83.63, 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 \$83.685 to \$84.67, 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 \$84.68 to \$85.64, 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 \$85.68 to \$86.65, 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.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.70 to \$87.72, 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.

10. Represents shares held by the Thomas Family Holdings LLC ("LLC"). The Reporting Person is the manager of LLC and has the power to vote and dispose of the shares held by LLC. The Reporting Person disclaims beneficial ownership of the shares owned by LLC except to the extent of his pecuniary interest therein.

11. Represents shares held by the Corey E. Thomas Irrevocable Trust of 2016, which is administrated by an independent trustee, and is for the benefit of the Reporting Person's immediate and other family members. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

12. Immediately exercisable.

Remarks:

/s/ Peter Kaes, Attorney-in-Fact 02/17/2021

** 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.