

Kim Jae  
Form 3  
March 04, 2013

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Kim Jae

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/21/2013

3. Issuer Name and Ticker or Trading Symbol  
RAMBUS INC [RMBS]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
SVP & GC

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

1050 ENTERPRISE WAY,  
SUITE 700

(Street)

SUNNYVALE, CA 94089

(City)

(State)

(Zip)

### 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

1,134 <sup>(1)</sup>

D

A

Common Stock

10,000 <sup>(2)</sup> <sup>(3)</sup>

D

A

Common Stock

2,000 <sup>(2)</sup> <sup>(4)</sup>

D

A

Common Stock

3,000 <sup>(2)</sup> <sup>(5)</sup>

D

A

Common Stock

5,000 <sup>(2)</sup> <sup>(6)</sup>

D

A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	Â <u>(7)</u>	08/02/2020	Common Stock	23,529	\$ 5.63	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	02/01/2021	Common Stock	10,714	\$ 5.63	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	02/01/2022	Common Stock	15,000	\$ 7.31	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	02/01/2023	Common Stock	15,000	\$ 5.46	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	02/01/2023	Common Stock	25,000	\$ 5.46	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kim Jae 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089	Â	Â	Â SVP & GC	Â

## Signatures

/s/ Trisha Chan, by power of attorney

03/04/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) Rambus Inc. common stock held directly by the Reporting Person.
- (2) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Rambus Inc. common stock.
- (3) The remaining restricted stock units vest in two equal annual installments beginning on August 2, 2013 or the first trading day after August 2, 2013.
- (4) The remaining restricted stock units vest in two equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.
- (5) The remaining restricted stock units vest in three equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.
- (6) The restricted stock units vest in four equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.

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- (7) One third of the shares subject to the option vest on June 22, 2013 and the remaining shares vest in equal annual installments until fully vested on June 22, 2015.
- (8) One tenth of the shares subject to the option vested on August 1, 2012 and the remaining shares have vested and will continue to vest in equal monthly installments until fully vested on February 1, 2016.
- (9) One tenth of the shares subject to the option vest on August 1, 2013 and the remaining shares vest in equal monthly installments until fully vested on February 1, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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