

RAMBUS INC  
Form 8-K  
May 08, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 2, 2006

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**Rambus Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**000-22339**  
(Commission File Number)

**94-3112828**  
(I. R. S. Employer

Identification No.)

**4440 El Camino Real, Los Altos CA 94022**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(650) 947-5000**

N/A

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 1 Registrant's Business and Operations**

***Item 1.01 Entry into a Material Definitive Agreement***

Pursuant to the terms of an employment agreement, dated January 6, 2006 with John Danforth, Senior Vice President and General Counsel of Rambus Inc. (the Registrant), on May 2, 2006, Mr. Danforth received an aggregate of 26,780 restricted stock units which, subject to Mr. Danforth's continued employment with the Registrant, shall vest ratably on a quarterly basis until all restricted stock units have vested on October 22, 2007.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 5, 2006

Rambus Inc.

/s/ Satish Rishi

Satish Rishi, Senior Vice President and Chief Financial Officer