

MATHUR RAHUL
Form 4
February 05, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATHUR RAHUL

(Last) (First) (Middle)

C/O RAMBUS INC., 1050
ENTERPRISE WAY, SUITE 700

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
SVP, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/01/2018		F ⁽¹⁾	Amount 1,906 or (D) Price \$ 12.84	93,286	D	
Common Stock	02/01/2018		A	23,535 ⁽²⁾	A \$ 0 116,821	D	
Common Stock	02/01/2018		A	20,979 ⁽³⁾	A \$ 0 137,800	D	

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

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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 12.84	02/01/2018		A	44,323	<u>(4)</u> 02/01/2028	Common Stock 44,323

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MATHUR RAHUL C/O RAMBUS INC. 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089	SVP, CFO

Signatures

/s/ Jae Kim, by power of attorney 02/05/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units, or RSUs.

(2) The shares are represented by RSUs which vest in four equal annual installments beginning on February 1, 2019 or the first business trading day thereafter. Each RSU represents a contingent right to receive one share of RMBS common stock.

(3) The shares are represented by performance restricted stock units, or PRSUs, all of which vest on February 1, 2020 based upon assessed achievement of the Company's targeted pro forma operating margin for fiscal year 2016 and continued service to the Company through the vesting date. Each PRSU represents a contingent right to receive one share of RMBS common stock.

(4) One-tenth of the shares subject to the option vest on August 1, 2018 and the remaining shares vest in equal monthly installments until fully vested on February 1, 2022.

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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