

RAMBUS INC  
Form 8-K  
April 28, 2015

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported)**

**April 23, 2015**

**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.)**

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**1050 Enterprise Way, Suite 700, Sunnyvale, California 94089**

**(Address of principal executive offices, including ZIP code)**

**(408) 462-8000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

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

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:

- .. 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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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) As indicated below, on April 23, 2015, the stockholders of Rambus Inc. (the Company) approved the Company's 2015 Equity Incentive Plan and the Company's 2015 Employee Stock Purchase Plan. The Board of Directors of the Company previously approved these plans subject to stockholder approval. Detailed summaries of the plans are set forth in the Company's proxy statement for its 2015 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 11, 2015. The foregoing and the summaries contained in the proxy statement do not purport to be complete and are qualified in their entirety by reference to the full text of the plans and the related forms of agreements, which are filed as exhibits hereto.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On April 23, 2015, the Company held its 2015 Annual Meeting of Stockholders. There were 115,418,949 shares issued, outstanding and eligible to vote at the meeting as of the record date of February 27, 2015, of which 104,782,981 shares were represented at the meeting, constituting 90.78% of the outstanding shares entitled to vote. The proposals considered at the meeting are described in detail in the Company's 2015 Proxy Statement. The proposal voted upon at the meeting and the vote with respect to each such matter are set forth below:

(i) Election of three Class II directors for a term of two years expiring in 2017:

| <b>Name</b>          | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|----------------------|------------|----------------|----------------|-------------------------|
| Ronald Black         | 81,142,186 | 1,337,350      | 306,127        | 21,997,318              |
| Penelope A. Herscher | 81,084,013 | 1,471,206      | 230,444        | 21,997,318              |
| Eric Stang           | 80,891,921 | 1,669,321      | 224,421        | 21,997,318              |

(ii) Advisory vote on executive compensation:

**For:** 80,547,661      **Against:** 1,941,481      **Abstentions:** 296,521      **Broker Non-Votes:** 21,997,318  
 (iii) Approval 2015 Equity Incentive Plan:

**For:** 75,900,312      **Against:** 6,569,634      **Abstentions:** 315,717      **Broker Non-Votes:** 21,997,318  
 (iv) Approval of 2015 Employee Stock Purchase Plan:

**For:** 80,788,433      **Against:** 1,627,253      **Abstentions:** 369,977      **Broker Non-Votes:** 21,997,318  
 (v) Ratification of appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the period ending December 31, 2015:

**For:** 102,474,833      **Against:** 1,512,223      **Abstentions:** 795,925  
**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 10.1 2015 Equity Incentive Plan and forms of agreements thereunder.
- 10.2 2015 Employee Stock Purchase Plan

**SIGNATURES**

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

Date: April 28, 2015

Rambus Inc.

/s/ Satish Rishi  
Satish Rishi

Senior Vice President, Finance and Chief Financial  
Officer

**Exhibit Index**

**Exhibit**

| <b>Number</b> | <b>Exhibit Title</b>   |
|---------------|--|
| 10.1          | 2015 Equity Incentive Plan and forms of agreements thereunder. |
| 10.2          | 2015 Employee Stock Purchase Plan                              |