RAMBUS INC Form 4

November 22, 2016

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Perso	n
Vin In	

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Kim Jae

(Month/Day/Year)

RAMBUS INC [RMBS]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner _ Other (specify

1050 ENTERPRISE WAY, SUITE

(Street)

(First)

700

X_ Officer (give title 11/21/2016 below)

SVP & GC

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SUNNYVALE, CA 94089

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/21/2016		M	496	A	\$ 7.31	91,831	D	
Common Stock	11/21/2016		M	2,433	A	\$ 5.46	94,264	D	
Common Stock	11/21/2016		M	1,460	A	\$ 5.46	95,724	D	
Common Stock	11/21/2016		M	242	A	\$ 5.63	95,966	D	
Common Stock	11/21/2016		M	111	A	\$ 5.63	96,077	D	

Edgar Filing: RAMBUS INC - Form 4

Common Stock	11/21/2016	M	4,335	A	\$ 8.76	100,412	D
Common Stock	11/21/2016	S <u>(1)</u>	9,851	D	\$ 13.3505	90,561	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transactic Code (Instr. 8)	5. Number stion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	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)	\$ 7.31	11/21/2016		M		496	(3)	02/01/2022	Common Stock	1,486
Employee Stock Option (right to buy)	\$ 5.46	11/21/2016		M		2,433	<u>(4)</u>	02/01/2023	Common Stock	7,297
Employee Stock Option (right to buy)	\$ 5.46	11/21/2016		M		1,460	<u>(4)</u>	02/01/2023	Common Stock	4,378
Employee Stock Option (right to buy)	\$ 5.63	11/21/2016		M		242	<u>(5)</u>	08/02/2020	Common Stock	727
	\$ 5.63	11/21/2016		M		111	(5)	02/01/2021		331

Edgar Filing: RAMBUS INC - Form 4

Employee Stock Option (right to buy)							Common Stock	
Employee Stock Option (right to buy)	\$ 8.76	11/21/2016	М	4,335	<u>(6)</u>	02/03/2024	Common Stock	24,743

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kim Jae

1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089 SVP & GC

Signatures

/s/ William Krause, by power of attorney

11/22/2016

**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 sales reported on this Form 4 are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 21, 2016.
- The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$13.19 to (2) \$13.48. Upon request by the Commission Staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (3) Ten percent of the shares subject to the option vested on August 1, 2012 and the remaining shares vested monthly thereafter until fully vested on February 1, 2016.
- (4) Ten percent of the shares subject to the option vested on August 1, 2013 and the remaining shares vested monthly thereafter until fully vested on February 1, 2017.
- One-third of the shares subject to the option vested on June 22, 2013 and the remaining shares vested monthly thereafter until fully vested on June 22, 2015.
- (6) Ten percent of the shares subject to the option vested on August 3, 2014 and the remaining shares vested monthly thereafter until fully vested on February 3, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3