

RAMBUS INC  
Form 4  
March 15, 2017

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STARK LAURA**

(Last) (First) (Middle)

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)

03/13/2017

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 below) \_\_\_\_ Other (specify below)

SVP, GM ESD

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/13/2017                              |                                                             | M                                    | V Amount (A) or (D) Price<br>465 A \$ 8.55                                 | 212,844                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/13/2017                              |                                                             | M                                    | 700 A \$ 7.31                                                              | 213,544                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/13/2017                              |                                                             | M                                    | 973 A \$ 5.46                                                              | 214,517                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/13/2017                              |                                                             | M                                    | 804 A \$ 8.76                                                              | 215,321                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/13/2017                              |                                                             | S <sup>(1)</sup>                     | 3,810 D \$ 13.1<br>(2)                                                     | 211,511                                                                                                            | D                                                                    |                                                                   |

# Edgar Filing: RAMBUS INC - Form 4

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

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

SEC 1474  
(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. 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)       | \$ 8.55                                                | 03/13/2017                           |                                                    | M                              | 465                                                                                     | 08/02/2009 <sup>(3)</sup> 02/02/2019                     | Common Stock 465                                              |
| Employee stock option (right to buy)       | \$ 7.31                                                | 03/13/2017                           |                                                    | M                              | 700                                                                                     | 08/01/2012 <sup>(4)</sup> 02/01/2022                     | Common Stock 700                                              |
| Employee stock option (right to buy)       | \$ 5.46                                                | 03/13/2017                           |                                                    | M                              | 973                                                                                     | 08/01/2013 <sup>(5)</sup> 02/01/2023                     | Common Stock 973                                              |
| Employee stock option (right to buy)       | \$ 8.76                                                | 03/13/2017                           |                                                    | M                              | 804                                                                                     | 08/03/2014 <sup>(6)</sup> 02/03/2024                     | Common Stock 804                                              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STARK LAURA  
1050 ENTERPRISE WAY, SUITE 700  
SUNNYVALE, CA 94089

SVP, GM ESD

## Signatures

/s/William Krause, by power of  
attorney

03/15/2017

\_\_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 February 9, 2017.
- (2) All shares were sold at an exact sale price of \$13.10.
- (3) Ten percent of the shares subject to the option vested on August 2, 2009 and the remaining shares vested monthly thereafter until fully vested on February 2, 2014.
- (4) 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.
- (5) 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.
- (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.

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