

RAMBUS INC
Form 4
November 18, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kim Jae

(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)
11/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP & GC

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/16/2015		M		3,962	A	\$ 5.46
Common Stock	11/16/2015		M		2,379	A	\$ 5.46
Common Stock	11/16/2015		M		5,227	A	\$ 5.63
Common Stock	11/16/2015		M		2,380	A	\$ 5.63
Common Stock	11/16/2015		S ⁽¹⁾		14,232	D	\$ 10.6849
							<u>(2)</u>

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Common Stock	11/17/2015		<u>S</u> ⁽¹⁾	317	D	\$ 10.95 <u>(3)</u>	19,895	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.46	11/16/2015		M	3,962	<u>(4)</u> 02/01/2023	Common Stock	10,827	
Employee Stock Option (right to buy)	\$ 5.46	11/16/2015		M	2,379	<u>(4)</u> 02/01/2023	Common Stock	6,496	
Employee Stock Option (right to buy)	\$ 5.63	11/16/2015		M	5,227	<u>(5)</u> 08/02/2020	Common Stock	1,718	
Employee Stock Option (right to buy)	\$ 5.63	11/16/2015		M	2,380	<u>(5)</u> 02/01/2021	Common Stock	783	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

11/18/2015

**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 March 6, 2015.
The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold on 11/16/2015 ranging from
- (2) \$10.59 to \$10.83. 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) The sale price reported in Column 4 of Table 1 represents the exact sale price of the shares sold on 11/17/2015.
- (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.
- (5) 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.

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.