

BLACK RONALD D
Form 4
February 05, 2018

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 *
BLACK RONALD D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O RAMBUS INC., 1050
ENTERPRISE WAY, SUITE 700**

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

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
SUNNYVALE, CA 94089

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/01/2018		F ⁽¹⁾		13,427	D	
Common Stock	02/01/2018		A		57,813 ⁽²⁾	A	
Common Stock	02/01/2018		A		213,057 ⁽³⁾	A	
Common Stock	02/02/2018		F ⁽¹⁾		82,918	D	
					\$ 12.84		788,419
					\$ 0		846,232
					\$ 0		1,059,289
					\$ 12.72		976,371

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee stock option (right to buy)	\$ 12.84	02/01/2018		A	217,755	<u>(4)</u> 02/01/2028	Common Stock 217,755

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLACK RONALD D C/O RAMBUS INC. 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089	X		President & CEO	

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.

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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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