

RAMBUS INC  
Form 4  
February 05, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**RISHI SATISH**

(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)  
**02/03/2014**

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 Finance, CFO**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 02/03/2014                           |  | F                              | 2,415 D \$ 8.76   | 141,948   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 3,000   | I  | See Footnote (1)                  |
| Common Stock                    |                                      |  |                                |   | 700   | I  | See Footnote (2) (3)              |

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**

SEC 1474 (9-02)

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**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option                      | \$ 8.76  | 02/03/2014                           |  | A                              | 50,000  | 08/03/2014 <sup>(4)</sup> 02/03/2024                     | Common Stock  | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| RISHI SATISH<br>1050 ENTERPRISE WAY, SUITE 700<br>SUNNYVALE, CA 94089 |               |           | SVP Finance, CFO |       |

## Signatures

/s/ Trisha Chan, by power of attorney  
02/05/2014  
\*\*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) Shares held directly by the Satish & Maureen P. Rishi Family Trust A/A DTD 9/23/1997 for which the Reporting Person serves as a trustee.
- (2) Shares held directly by the Reporting Person as a custodian for his minor child.
- (3) 700 shares previously held directly by the Reporting Person as a custodian are no longer beneficially owned and are now held by his adult child.
- (4) One-tenth of the shares subject to the option vest on August 3, 2014 and the remaining shares vest in equal monthly installments until they are fully vested on February 3, 2018.

### Remarks:

Transaction reported in Table 1, Code F reflects securities withheld to cover the tax liability for restricted stock units that vested

## Edgar Filing: RAMBUS INC - Form 4

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