

RAMBUS INC
Form 8-K
January 26, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

January 21, 2015

Rambus Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 000-22339 (Commission File Number) | 94-3112828 (I. R. S. Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|---|---------------------|
| 1050 Enterprise Way, Suite 700 Sunnyvale, California (Address of principal executive offices) | 94089 (ZIP Code) |
|---|---------------------|

(408) 462-8000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 – Results of Operations and Financial Condition.

On January 26, 2015, Rambus Inc. (the “Company”) issued a press release announcing results for the quarter and year ended December 31, 2014. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein.

Item 8.01 – Other Events.

Stock Repurchase Program

On January 26, 2015, the Company issued a press release announcing that its board of directors approved a new share repurchase program authorizing the repurchase of up to 20 million shares. A copy of the press release is attached as Exhibit 99.2 to this current report on Form 8-K and is incorporated by reference herein.

The information in this current report on Form 8-K and the exhibits attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated January 26, 2015.

99.2 Share Repurchase Program Press Release, dated January 26, 2015.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 26, 2015

Rambus Inc.

/s/ Satish Rishi

Satish Rishi, Senior Vice President, Finance and
Chief Financial Officer

Exhibit Index

| Exhibit Number | Exhibit Title |
|-------------------|---|
| 99.1 | Press release dated January 26, 2015. |
| 99.2 | Share Repurchase Program Press Release, dated January 26, 2015. |