**RAMBUS INC** Form 4

November 28, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person * HERSCHER PENNY  (Last) (First) (Middle)  1050 ENTERPRISE WAY, SUITE 700 |                                   |               | 2. Issuer Name and Ticker or Trading Symbol RAMBUS INC [RMBS] 3. Date of Earliest Transaction (Month/Day/Year) 11/28/2016 |                                       |                                      |        |                    | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable) X Director 10% Owner Officer (give title Other (specify below) |  |   |  |  |
|---|-----------------------------------|---------------|---|---------------------------------------|--------------------------------------|--------|--------------------|---|--|---|--|--|
|   |                                   |               |   |                                       |                                      |        |                    |   |  |   |  |  |
| (City)  | (State)                           | (Zip)         | Tabl  | e I - Non-                            | Derivative S                         | Securi | ities Acqı         | iired, Disposed of  | f, or Beneficiall  | y Owned   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Da (Month/Day/Year | Execution any |   | 3.<br>Transacti<br>Code<br>(Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, 4 | sposed | of (D)             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)                      | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
| Common<br>Stock   | 11/28/2016                        |               |   | S                                     | 30,000                               | D      | \$<br>13.56<br>(1) | 32,582  | I  | See<br>Footnote   |  |  |
| Common<br>Stock   |                                   |               |   |                                       |                                      |        |                    | 12,874  | D  |   |  |  |

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

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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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5.         | 6. Date Exerc                       | cisable and | 7. Titl | e and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------|------------|-------------------------------------|-------------|---------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | orNumber   | Expiration Date                     |             | Amou    | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code        | of         | (Month/Day/                         | Year)       | Under   | lying    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivative | e                                   |             | Securi  | ities    | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |             | Securities |                                     |             | (Instr. | 3 and 4) |             | Own    |
|             | Security    |                     |                    |             | Acquired   |                                     |             |         |          |             | Follo  |
|             | •           |                     |                    |             | (A) or     |                                     |             |         |          |             | Repo   |
|             |             |                     |                    |             | Disposed   |                                     |             |         |          |             | Trans  |
|             |             |                     |                    |             | of (D)     |                                     |             |         |          |             | (Instr |
|             |             |                     |                    |             | (Instr. 3, |                                     |             |         |          |             |        |
|             |             |                     |                    |             | 4, and 5)  |                                     |             |         |          |             |        |
|             |             |                     |                    |             |            |                                     |             |         | A        |             |        |
|             |             |                     |                    |             |            |                                     |             |         | Amount   |             |        |
|             |             |                     |                    |             |            | Date Expiration<br>Exercisable Date | •           |         |          |             |        |
|             |             |                     |                    |             |            |                                     |             |         | Number   |             |        |
|             |             |                     |                    | C 1 W       | (A) (D)    |                                     | of          |         |          |             |        |
|             |             |                     |                    | Code V      | (A) (D)    |                                     |             |         | Shares   |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HERSCHER PENNY 1050 ENTERPRISE WAY, SUITE 700 X SUNNYVALE, CA 94089

## **Signatures**

/s/ William Krause, by power of attorney

11/28/2016

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

information regarding the number of shares sold at each separate price.

- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$13.48 to (1) \$13.68. Upon request by the Commission Staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full
- (2) Shares held directly by the 2001 Herscher Family Trust for which the Reporting Person serves as a trustee.

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.

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