

Kim Jae
Form 4
August 07, 2017

FORM 4

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

OMB APPROVAL

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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)
08/03/2017

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 | (A) or (D) | Price | | | |
| Common Stock | 08/03/2017 | | M | | 495 | A | \$ 7.31 | 120,126 | D | |
| Common Stock | 08/03/2017 | | M | | 2,432 | A | \$ 5.46 | 122,558 | D | |
| Common Stock | 08/03/2017 | | M | | 1,459 | A | \$ 5.46 | 124,017 | D | |
| Common Stock | 08/03/2017 | | M | | 243 | A | \$ 5.63 | 124,260 | D | |
| Common Stock | 08/03/2017 | | M | | 110 | A | \$ 5.63 | 124,370 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------------------------|---------|---|
| Common Stock | 08/03/2017 | M | 10,287 | A | \$ 8.76 | 134,657 | D |
| Common Stock | 08/03/2017 | M | 5,134 | A | \$ 11.26 | 139,791 | D |
| Common Stock | 08/03/2017 | M | 6,428 | A | \$ 12.31 | 146,219 | D |
| Common Stock | 08/03/2017 | S | 39,195 | D | \$ 12.7025 <u>(1)</u> | 107,024 | D |
| Common Stock | 08/04/2017 | S | 3,254 | D | \$ 12.8032 <u>(2)</u> | 103,770 | D |

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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 7.31 | 08/03/2017 | | M | 495 | <u>(3)</u> 02/01/2022 | Common Stock 495 |
| Employee Stock Option (right to buy) | \$ 5.46 | 08/03/2017 | | M | 2,432 | <u>(4)</u> 02/01/2023 | Common Stock 2,432 |
| Employee Stock Option (right to buy) | \$ 5.46 | 08/03/2017 | | M | 1,459 | <u>(4)</u> 02/01/2023 | Common Stock 1,459 |

| | | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|-----------------|--------|--|
| buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 5.63 | 08/03/2017 | M | 243 | <u>(5)</u> | 08/02/2020 | Common Stock | 243 | |
| Employee Stock Option (right to buy) | \$ 5.63 | 08/03/2017 | M | 110 | <u>(5)</u> | 02/01/2021 | Common Stock | 110 | |
| Employee Stock Option (right to buy) | \$ 8.76 | 08/03/2017 | M | 10,287 | <u>(6)</u> | 02/03/2024 | Common Stock | 16,073 | |
| Employee Stock Option | \$ 11.26 | 08/03/2017 | M | 5,134 | <u>(7)</u> | 02/02/2025 | Common Stock | 10,534 | |
| Employee Stock Option | \$ 12.31 | 08/03/2017 | M | 6,428 | <u>(8)</u> | 02/01/2026 | Common Stock | 18,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | 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

08/07/2017

**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).

- The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$12.65 to
- (1) \$12.75. 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.
 - (2) All shares were sold at an exact sale price of \$12.8032.
 - (3) Ten percent of the shares subject to the option vested on August 1, 2012 and the remaining shares vested monthly thereafter until fully vested on February 1, 2016.

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- (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.
- (6) Ten percent of the shares subject to the option vested on August 3, 2014 and the remaining shares vested monthly thereafter until fully vested on February 3, 2018.
- (7) Ten percent of the shares subject to the option vested on August 2, 2015 and the remaining shares vest monthly thereafter until fully vested on February 2, 2019.
- (8) Ten percent of the shares subject to the option vested on August 1, 2016 and the remaining shares vest monthly thereafter until fully vested on February 1, 2020.

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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