

AFRICK ANDREW

Form 4

June 19, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AFRICK ANDREW

(Last) (First) (Middle)

C/O RPX CORPORATION, ONE
MARKET PLAZA, STEUART
TWR, STE 1100

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RPX Corp [RPXC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/19/2018

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)

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	06/19/2018		U		23,108	D	<u>(1)</u>	10,976 <u>(2)</u>	D	
Common Stock	06/19/2018		D		<u>10,976</u> <u>(2)</u>	D	<u>(3)</u>	0	D	
Common Stock	06/19/2018		U		55,800	D	<u>(1)</u>	0	I	By ADA Partners, LP

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AFRICK ANDREW
C/O RPX CORPORATION
ONE MARKET PLAZA, STEUART TWR, STE 1100
SAN FRANCISCO, CA 94105

X

Signatures

Martin Roberts, Attorney-in-Fact for Andrew
Africk

06/19/2018

__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).

- Issuer entered into an Agreement and Plan of Merger, dated April 30, 2018 (the "Merger Agreement"), by and among the Issuer, Riptide Parent, LLC ("Parent"), and Riptide Purchaser, Inc., a wholly owned subsidiary of Parent ("Purchaser"). Parent and Purchaser are beneficially owned by affiliates of HGGC, LLC. Pursuant to the Merger Agreement and the tender offer commenced in connection
- (1) therewith, each share of Issuer common stock held by the Reporting Person was tendered for \$10.50 per share in cash (the "Offer Price"), without interest and subject to any required withholding of taxes. Pursuant to the Merger Agreement, on June 19, 2018, Purchaser was merged with and into the Issuer (the "Merger"), with the Issuer being the surviving corporation and becoming a wholly owned subsidiary of Parent.
- (2) Reflects restricted stock units, each representing a contingent right to receive one share of Issuer's common stock.
- (3) Upon or in connection with the Merger, each of 10,976 vested restricted stock units was cancelled and converted into the right to receive an amount in cash equal to the Offer Price, subject to any applicable withholding taxes.

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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