

RAMBUS INC  
Form 4  
February 03, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
**STARK LAURA**

(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)  
02/01/2017

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, GM ESD

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 or Price		
Common Stock	02/01/2017		F		2,667	D	\$ 12.8 161,154
Common Stock	02/01/2017		A		24,388 (1)	A	\$ 0 185,542
Common Stock	02/01/2017		A		28,432 (2)	A	\$ 0 213,974
Common Stock	02/02/2017		F		1,595	D	\$ 12.67 212,379
Common Stock	02/02/2017		M		884	A	\$ 8.55 213,263

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Common Stock	02/02/2017	M	1,333	A	\$ 7.31	214,596	D
Common Stock	02/02/2017	M	1,238	A	\$ 5.46	215,834	D
Common Stock	02/02/2017	M	555	A	\$ 8.76	216,389	D
Common Stock	02/02/2017	<u>S</u> <sup>(3)</sup>	4,010	D	\$ 12.71 <u>(4)</u>	212,379	D

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

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SEC 1474  
(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 12.8	02/01/2017		A	38,202	08/01/2017 <sup>(5)</sup>	02/01/2027	Common Stock	38,202
Employee stock option (right to buy)	\$ 8.55	02/02/2017		M	884	08/02/2009 <sup>(6)</sup>	02/02/2019	Common Stock	884
Employee stock option (right to buy)	\$ 7.31	02/02/2017		M	1,333	08/01/2012 <sup>(7)</sup>	02/01/2022	Common Stock	1,333
Employee stock option	\$ 5.46	02/02/2017		M	1,238	08/01/2013 <sup>(8)</sup>	02/01/2023	Common Stock	1,238

option  
(right to  
buy)

Employee  
stock

option  
(right to  
buy)

\$ 8.76

02/02/2017

M

555

08/03/2014<sup>(9)</sup>

02/03/2024

Common  
Stock

55

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARK LAURA 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089			SVP, GM ESD	

## Signatures

/s/William Krause, by power of  
attorney

02/03/2017

\_\_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).
- (1) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of RMBS common stock. The restricted stock units vest in four equal annual installments beginning on February 1, 2018.  
Shares are represented by performance stock units. Each performance stock unit represents a contingent right to receive one share of RMBS common stock. The performance stock units vest in full on February 1, 2019 based upon assessed achievement of the Company's targeted pro forma operating margin for Fiscal Year 2016 and continued service to the Company through the vest date.
- (2) RMBS common stock. The performance stock units vest in full on February 1, 2019 based upon assessed achievement of the Company's targeted pro forma operating margin for Fiscal Year 2016 and continued service to the Company through the vest date.
- (3) The sales reported on this Form 4 are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 5, 2016.
- (4) All shares were sold at an exact sale price of \$12.71.
- (5) One tenth of the shares subject to the option vest on August 1, 2017 and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2021.
- (6) Ten percent of the shares subject to the option vested on August 2, 2009 and the remaining shares vested monthly thereafter until fully vested on February 2, 2014.
- (7) 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.
- (8) 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.
- (9) 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.

### Remarks:

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

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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