

RAMBUS INC

Form 4

February 03, 2016

**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

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(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)  
02/01/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, GM ESD

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	02/01/2016		F		548	D	\$ 12.31	135,860	D
Common Stock	02/01/2016		A		24,364 <sup>(1)</sup>	A	\$ 0	160,224	D
Common Stock	02/02/2016		F		1,752	D	\$ 11.91	158,472	D
Common Stock	02/02/2016		A		17,000 <sup>(2)</sup>	A	\$ 0	175,472	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)
Employee stock option (right to buy)	\$ 12.31	02/01/2016		A	26,800	08/01/2016 <sup>(3)</sup> 02/01/2026	Common Stock 26,800

## 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  
02/03/2016  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* 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, 2017 or the first business trading day thereafter.
- (2) 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 2, 2018 based upon assessed achievement of the Company's targeted pro forma operating margin for Fiscal Year 2015 and continued service to the Company through the vest date.
- (3)

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One tenth of the shares subject to the option vest on August 1, 2016 and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2020.

### 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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