

RAMBUS INC

Form 4

February 16, 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 *
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)

02/16/2016

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 ____ Other (specify
below) below)

SVP & GC

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	08/17/2015		M		3,999	A	\$ 7.31	96,108	D
Common Stock	08/17/2015		M		1,097	A	\$ 5.46	97,205	D
Common Stock	08/17/2015		M		658	A	\$ 5.46	97,863	D
Common Stock	08/17/2015		M		749	A	\$ 5.63	98,612	D
Common Stock	08/17/2015		M		341	A	\$ 5.63	98,953	D

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Common Stock	08/17/2015	M	6,221	A	\$ 8.76	105,174	D
Common Stock	08/17/2015	<u>S</u> ⁽¹⁾	13,065	D	\$ 12.2622 <u>(2)</u>	92,109	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 (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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.31	02/16/2016		M	3,999	<u>(3)</u> 02/01/2022	Common Stock	1,982
Employee Stock Option (right to buy)	\$ 5.46	02/16/2016		M	1,097	<u>(4)</u> 02/01/2023	Common Stock	9,730
Employee Stock Option (right to buy)	\$ 5.46	02/16/2016		M	658	<u>(4)</u> 02/01/2023	Common Stock	5,838
Employee Stock Option (right to buy)	\$ 5.63	02/16/2016		M	749	<u>(5)</u> 08/02/2020	Common Stock	969
	\$ 5.63	02/16/2016		M	341	<u>(5)</u> 02/01/2021		442

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 8.76	02/16/2016	M	6,221	<u>(6)</u>	02/03/2024	Common Stock	29,078	

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

02/16/2016

__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) The sales reported on this Form 4 are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 6, 2015.
The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$12.05 to \$12.37. 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) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6)

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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