

Kim Jae
Form 4
August 07, 2017

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 *
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
____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	08/03/2017		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 (1)	107,024	D
Common Stock	08/04/2017	S	3,254	D	\$ 12.8032 (2)	103,770	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 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	(3) 02/01/2022	Common Stock 495
Employee Stock Option (right to buy)	\$ 5.46	08/03/2017		M	2,432	(4) 02/01/2023	Common Stock 2,432
Employee Stock Option (right to buy)	\$ 5.46	08/03/2017		M	1,459	(4) 02/01/2023	Common Stock 1,459

buy)

Employee

Stock

Option

(right to

buy)

\$ 5.63

08/03/2017

M

243

(5)

08/02/2020

Common
Stock

243

Employee

Stock

Option

(right to

buy)

\$ 5.63

08/03/2017

M

110

(5)

02/01/2021

Common
Stock

110

Employee

Stock

Option

(right to

buy)

\$ 8.76

08/03/2017

M

10,287

(6)

02/03/2024

Common
Stock

16,073

Employee

Stock

Option

\$ 11.26

08/03/2017

M

5,134

(7)

02/02/2025

Common
Stock

10,534

Employee

Stock

Option

\$ 12.31

08/03/2017

M

6,428

(8)

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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