

STARK LAURA

Form 4

February 12, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STARK LAURA

(Last) (First) (Middle)

C/O RAMBUS INC., 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)

02/09/2018

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, 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	02/09/2018		M		463	A	\$ 8.55
Common Stock	02/09/2018		M		700	A	\$ 7.31
Common Stock	02/09/2018		M		971	A	\$ 5.46
Common Stock	02/09/2018		M		802	A	\$ 8.76
Common Stock	02/09/2018		S ⁽¹⁾		2,936	D	\$ 12
							235,590
							D

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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 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. Filing Date of Derivative 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)	\$ 8.55	02/09/2016		M	463	<u>(2)</u>	02/02/2019	Common Stock	463	
Employee stock option (right to buy)	\$ 7.31	02/09/2016		M	700	<u>(2)</u>	02/01/2022	Common Stock	700	
Employee stock option (right to buy)	\$ 5.46	02/09/2016		M	971	<u>(2)</u>	02/01/2023	Common Stock	971	
Employee stock option (right to buy)	\$ 8.76	02/09/2016		M	802	<u>(2)</u>	02/03/2024	Common Stock	802	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STARK LAURA
C/O RAMBUS INC.
1050 ENTERPRISE WAY, SUITE 700
SUNNYVALE, CA 94089

SVP, GM ESD

Signatures

/s/ Jae Kim, by power of
attorney

02/12/2018

__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).
- (1) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 9, 2017.
- (2) Shares subject to the option are fully vested and immediately exercisable.

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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