

Kim Jae
Form 4
February 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
Kim Jae

(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)
02/01/2018

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, GC & HR

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 (A) or (D) Price | | | |
| Common Stock | 02/01/2018 | | F(1) | 3,506 D \$ 12.84 | 89,117 | D | |
| Common Stock | 02/01/2018 | | A | 22,150 (2) A \$ 0 | 111,267 | D | |
| Common Stock | 02/01/2018 | | A | 20,979 (3) A \$ 0 | 132,246 | D | |
| Common Stock | 02/02/2018 | | F(1) | 5,859 D \$ 12.72 | 126,387 | 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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee stock option (right to buy) | \$ 12.84 | 02/01/2018 | | A | 41,716 | <u>(4)</u> | 02/01/2028 | Common Stock | 41,716 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kim Jae C/O RAMBUS INC. 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089 | | | SVP, GC & HR | |

Signatures

/s/ Jae Kim 02/05/2018

**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 shares were withheld to cover the Reporting Person's tax liability in connection with the vesting of restricted stock units, or RSUs.

(2) The shares are represented by RSUs which vest in four equal annual installments beginning on February 1, 2019 or the first business trading day thereafter. Each RSU represents a contingent right to receive one share of RMBS common stock.

(3) The shares are represented by performance restricted stock units, or PRSUs, all of which vest on February 1, 2020 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 vesting date. Each PRSU represents a contingent right to receive one share of RMBS common stock.

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- (4) One-tenth of the shares subject to the option vest on August 1, 2018 and the remaining shares vest in equal monthly installments until fully vested on February 1, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.