

RAMBUS INC  
Form 8-K  
June 22, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**June 22, 2009**

**Rambus Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**000-22339**

(Commission File Number)

**94-3112828**

(I. R. S. Employer  
Identification No.)

**4440 El Camino Real, Los Altos, California 94022**

(Address of principal executive offices, including ZIP code)

**(650) 947-5000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

**Proposed Convertible Note Offering**

On June 22, 2009, the Company issued a press release announcing its intention to offer \$150 million aggregate principal amount of convertible senior notes due 2014 in an underwritten registered public offering. A copy of the Company's press release is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Rambus Inc. Press Release dated June 22, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Rambus Inc.

By: /s/ Satish Rishi  
Satish Rishi  
Senior Vice President, Finance and  
Chief Financial Officer

Date: June 22, 2009

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	Rambus Inc. Press Release dated June 22, 2009