

Seraphin Luc
Form 3
July 05, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Seraphin Luc | | (Month/Day/Year) | RAMBUS INC [RMBS] | |
| (Last) | (First) | (Middle) | 06/28/2018 | |
| C/O RAMBUS INC.,Â 1050 | | 4. Relationship of Reporting Person(s) to Issuer | | |
| ENTERPRISE WAY, SUITE | | (Check all applicable) | | |
| 700 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (Street) | | Interim CEO, SVP & GM | | |
| SUNNYVALE,Â CAÂ 94089 | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 136,142 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 02/02/2025 | Common Stock | 2,400 | \$ 11.26 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 02/01/2026 | Common Stock | 13,209 | \$ 12.31 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/01/2027 | Common Stock | 34,768 | \$ 12.8 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 02/01/2028 | Common Stock | 49,537 | \$ 12.84 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Seraphin Luc C/O RAMBUS INC. 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089 | Â | Â | Â Interim CEO, SVP & GM | Â |

Signatures

/s/ Kirk Williams, by power of attorney
Date: 07/03/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 reported shares are represented by restricted stock units, or RSUs, which vest as follows: (i) 14,862 RSUs vest in two equal annual installments beginning on December 1, 2018 or the first business day thereafter; (ii) 31,682 RSUs vest on February 1, 2019 or the first business day thereafter; (iii) 12,182 RSUs vest in two equal annual installments beginning on February 1, 2019 or the first business day thereafter; (iv) 20,445 RSUs vest in three equal annual installments beginning on February 1, 2019 or the first business day thereafter; (v) 26,304 RSUs vest in four equal annual installments beginning on February 1, 2019 or the first business day thereafter; and (vi) 30,667 RSUs vest on February 1, 2020 or the first business day thereafter. Each RSU represents a contingent right to receive one share of RMBS common stock.
- (1) One-tenth of the shares subject to the option vested on August 2, 2015 and the remaining shares vest in equal monthly installments through February 2, 2019.
 - (2) One-tenth of the shares subject to the option vested on August 1, 2016 and the remaining shares vest in equal monthly installments through February 1, 2020.
 - (3) One-tenth of the shares subject to the option vested on August 1, 2017 and the remaining shares vest in equal monthly installments through February 1, 2021.
 - (4) One-tenth of the shares subject to the option vest on August 1, 2018 and the remaining shares vest in equal monthly installments through February 1, 2022.

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Remarks:

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Exhibit 24 - Power of Attorney

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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