

RAMBUS INC  
Form 8-K  
June 30, 2016

**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**

**June 29, 2016**

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

**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.)**

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**1050 Enterprise Way, Suite 700, Sunnyvale, California 94089**

**(Address of principal executive offices, including ZIP code)**

**(408) 462-8000**

**(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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On June 29, 2016, Rambus Inc. and an affiliated entity ( Rambus ) entered into a definitive agreement (the Asset Purchase Agreement ) with Inphi Corporation and an affiliated entity (the Sellers ) to acquire the assets of the Sellers Memory Buffer and Memory Register product lines for \$90 million in cash. \$11.25 million of the consideration will be placed in escrow to fund indemnification obligations for a period of 12 months following the closing.

The Asset Purchase Agreement includes certain customary representations, warranties and covenants on the part of the Sellers and Rambus. The Asset Purchase Agreement also includes various other provisions customary for transactions of this nature, including indemnification provisions. The foregoing is a summary of the material provisions of the Asset Purchase Agreement. This summary is not intended to be complete and is qualified in its entirety by reference to the Asset Purchase Agreement, which Rambus Inc. will file with the Securities and Exchange Commission as an exhibit to the applicable periodic report.

**Item 8.01 Other Events**

On June 30, 2016, Rambus Inc. issued a press release announcing that it entered into the Asset Purchase Agreement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The information in this press release shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Rambus Inc., issued on June 30, 2016.

**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.

Date: June 30, 2016

Rambus Inc.

/s/ Jae Kim  
Jae Kim, Senior Vice President and General Counsel

**Exhibit Index**

**Exhibit**

| <b>Number</b> | <b>Exhibit Title</b>                                   |
|---------------|--|
| 99.1          | Press Release of Rambus Inc., issued on June 30, 2016. |