

RAMBUS INC
Form 8-K
March 04, 2005

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) February 28, 2005

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
(IRS Employer

Identification No.)

4440 El Camino Real, Los Altos, California
(Address of principal executive offices)

94022
(Zip Code)

Registrant's telephone number, including area code (650) 947-5000

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N/A

(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 (see General Instruction A.2 below):

- 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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Section 8 Other Events

Item 8.01 Other Events

On February 28, 2005, Rambus Inc. (the Company) amended its purchase agreement (the Amendment), dated January 27, 2005, with the Initial Purchasers of its \$300 million principal amount of zero coupon convertible senior notes issued on February 1, 2005. The Amendment extended the Initial Purchasers' option to purchase up to \$60 million aggregate principal amount of the Company's zero coupon convertible senior notes due February 1, 2010 (the Notes) for an additional 30 days from March 3, 2005. On February 28, 2005, the Company issued a press release with respect to this Amendment, and a copy of the press release is filed as Exhibit 99.1 to this report and is incorporated by reference herein.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release dated February 28, 2005

Signature

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

Date: March 4, 2005

Rambus Inc.

/s/ Robert K. Eulau

Robert K. Eulau, Senior Vice President, Finance and

Chief Financial Officer

Press Release

Exhibit Index

| Exhibit Number | Exhibit Title |
|---------------------------|--|
| 99.1 | Press release dated February 28, 2005. |