

RAMBUS INC
Form 8-K
July 30, 2018

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):

July 27, 2018

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.)

1050 Enterprise Way, Suite 700,

94089

Sunnyvale, California
(Address of principal executive
offices)

(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of Sanjay Saraf as Director.

On July 27, 2018, the Board of Directors (the **Board**) of Rambus Inc. (the **Company**) appointed Sanjay Saraf to be a member of the Board as a Class II director, effective immediately and to stand for reelection at the annual meeting of the Company to be held in 2019. In connection with its appointment of Mr. Saraf, the Board resolved that the size of the Board be increased from five to six.

There are no arrangements or understandings between Mr. Saraf and any other persons pursuant to which Mr. Saraf was named a director of the Company. Mr. Saraf does not have any family relationship with any of the Company's directors or executive officers. Mr. Saraf has no direct or indirect material interest in any transaction or proposed transaction required to be reported under Section 404(a) of Regulation S-K. Mr. Saraf will receive standard compensation, including cash, restricted stock unit and option grants available to non-employee directors of the Company.

Mr. Saraf was also appointed to the Audit Committee of the Board and the Corporate Development Committee of the Board, effective immediately. After giving effect to Mr. Saraf's appointment, the Audit Committee is composed of Charles Kissner (Chair), Emiko Higashi, Dave Shrigley and Mr. Saraf, and the Corporate Development Committee is composed of Emiko Higashi (Chair), E. Thomas Fisher and Mr. Saraf.

In connection with his appointment and service as a non-employee director, Mr. Saraf entered into the Company's standard form of indemnification agreement and will receive an annual cash retainer of \$40,000 paid quarterly. Mr. Saraf will also receive an initial option to purchase 40,000 shares of common stock of the Company vesting over four years, with one-quarter of the shares subject to option vesting one year after the date of grant and the remaining shares vesting ratably each month thereafter. In addition, for so long as he remains a member of the Board, Mr. Saraf will be eligible to receive annual equity grants of such number of RSUs with an approximate fair market value equal to \$160,000 at the time of grant. Such RSU grants will vest in full one year after the date of grant.

Attached to this Form 8-K is a press release regarding the appointment of Mr. Saraf as a Director of the Company. The information in the press release attached hereto 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated July 30, 2018.

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: July 30, 2018

Rambus Inc.

/s/ Jae Kim

Jae Kim

Senior Vice President, General Counsel and Secretary