

RAMBUS INC
Form 8-K
January 18, 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

January 18, 2005

Date of Report (date of earliest event reported)

Rambus Inc.

(Exact name of Registrant as specified in 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 CA 94022

(Address of principal executive offices)

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

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:

- 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 2 Financial Information

Item 2.02 Results of Operations and Financial Condition

On January 18, 2005, Rambus Inc. (the Registrant) issued a press release announcing results for the quarter ended December 31, 2004. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein.

The information in this current report on Form 8-K and the exhibits 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, regardless of any general incorporation language in such filing.

Section 3 Securities and Trading Markets

Item 3.01(b) Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 18, 2005, the Registrant received a letter from Nasdaq confirming that, as a result of Registrant's appointment of Mr. Hughes as Registrant's Chief Executive Officer, the Registrant's Audit Committee (on which Mr. Hughes served as the Registrant's audit committee financial expert) was no longer in compliance with Nasdaq's audit committee requirements set forth in Marketplace Rule 4350. The Registrant had previously disclosed this non-compliance with Marketplace Rule 4350 in its filing on Form 8-K with the SEC on January 13, 2005 in which Mr. Hughes' appointment was disclosed. Pursuant to Marketplace Rule 4350(d)(4), the Registrant intends to cure such non-compliance by its 2005 annual stockholders meeting.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release dated January 18, 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.

Dated: January 18, 2005

Rambus Inc.

/s/ Robert K. Eulau

Robert K. Eulau, Senior Vice President, Finance and

Chief Financial Officer

Exhibit Index

Exhibit Number	Exhibit Title
99.1	Press release dated January 18, 2005.