

RAMBUS INC  
Form 8-K  
May 16, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 10, 2006

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**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.)

**4440 El Camino Real, Los Altos CA 94022**

(Address of principal executive offices) (Zip Code)

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

N/A

(Former name or former address, if changed since last report)

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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:

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- .. 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 1 Registrant's Business and Operations**

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

On May 10, 2006, Rambus Inc. (the "Company") held its annual meeting of stockholders. At the meeting, the Company's stockholders approved, among other things: (i) the Company's 2006 Equity Incentive Plan (the "2006 Plan") and (ii) the Company's 2006 Employee Stock Purchase Plan (the "2006 ESPP"). The Company's board of directors had previously approved each of the plans.

Copies of the 2006 Plan and 2006 ESPP are attached hereto as Exhibits 99.1 and 99.2, respectively. A more extensive discussion of the terms of each of the 2006 Plan and 2006 ESPP is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 29, 2006.

**Section 9 Financial Statements and Exhibits**

***Item 9.01 Financial Statements and Exhibits***

(d) Exhibits

- 99.1 2006 Equity Incentive Plan and related forms of agreements thereunder.
- 99.2 2006 Employee Stock Purchase Plan and related forms of agreements thereunder.

**SIGNATURES**

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: May 16, 2006

Rambus Inc.

/s/ Satish Rishi  
Satish Rishi,

Senior Vice President and Chief Financial Officer

**Exhibit Index**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	2006 Equity Incentive Plan and related forms of agreements thereunder.
99.2	2006 Employee Stock Purchase Plan and related forms of agreements thereunder.