

RAMBUS INC
Form 8-K
April 25, 2007

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): April 25, 2007

Rambus Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

000-22339
(Commission File Number)

94-3112828
(I. R. S. Employer

of incorporation)

4440 El Camino Real, Los Altos CA 94022

Identification No.)

(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)

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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Item 2.02 Results of Operations and Financial Condition

On April 25, 2007, Rambus Inc. (Rambus) issued a press release announcing revenue results for the quarter ended March 31, 2007. 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 under this item in this current report on Form 8-K and the exhibit 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.

Item 8.01 Other Events

Included in the press release referred to above, Rambus announced an update related to its independent investigation of historical stock option grants. On October 19, 2006, Rambus reported that preliminary estimates of the aggregate pre-tax, non-cash stock-based compensation charges in connection with the incorrectly dated historical stock option grants would be in excess of \$200 million. After further review, the Company expects that these charges and other related charges will be approximately \$190 million. The Company plans to report the final charge upon completion of the restatement of its historical financial statements.

As the restatement process has not yet been completed, Rambus will not be releasing first quarter earnings today. In addition, Rambus does not expect to be in a position to file its Form 10-Q for the first quarter of fiscal 2007 by the May 10, 2007 filing deadline.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated April 25, 2007.

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: April 25, 2007

Rambus Inc.

/s/ Satish Rishi
Satish Rishi, Senior Vice President, Finance and

Chief Financial Officer

Exhibit Index

Exhibit Number	Exhibit Title
99.1	Press release dated April 25, 2007.