

Seraphin Luc
Form 3
July 05, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Seraphin Luc

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/28/2018

3. Issuer Name **and** Ticker or Trading Symbol
RAMBUS INC [RMBS]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

☒ X ___ Officer ___ Other
(give title below) (specify below)

Interim CEO, SVP & GM

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ X ___ Form filed by One Reporting
Person
___ Form filed by More than One
Reporting Person

C/O RAMBUS INC.,Â 1050
ENTERPRISE WAY, SUITE
700

(Street)

SUNNYVALE,Â CAÂ 94089

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

136,142 ⁽¹⁾

D

Â

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	02/02/2025	Common Stock	2,400	\$ 11.26	D	Â
Employee Stock Option (right to buy)	Â (3)	02/01/2026	Common Stock	13,209	\$ 12.31	D	Â
Employee Stock Option (right to buy)	Â (4)	02/01/2027	Common Stock	34,768	\$ 12.8	D	Â
Employee Stock Option (right to buy)	Â (5)	02/01/2028	Common Stock	49,537	\$ 12.84	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seraphin Luc C/O RAMBUS INC. 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089	Â	Â	Â Interim CEO, SVP & GM	Â

Signatures

/s/ Kirk Williams, by power of attorney

07/03/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The reported shares are represented by restricted stock units, or RSUs, which vest as follows: (i) 14,862 RSUs vest in two equal annual installments beginning on December 1, 2018 or the first business day thereafter; (ii) 31,682 RSUs vest on February 1, 2019 or the first business day thereafter; (iii) 12,182 RSUs vest in two equal annual installments beginning on February 1, 2019 or the first business day thereafter; (iv) 20,445 RSUs vest in three equal annual installments beginning on February 1, 2019 or the first business day thereafter; (v) 26,304 RSUs vest in four equal annual installments beginning on February 1, 2019 or the first business day thereafter; and (vi) 30,667 RSUs vest on February 1, 2020 or the first business day thereafter. Each RSU represents a contingent right to receive one share of RMBS common stock.
- (1) One-tenth of the shares subject to the option vested on August 2, 2015 and the remaining shares vest in equal monthly installments through February 2, 2019.
 - (2) One-tenth of the shares subject to the option vested on August 1, 2016 and the remaining shares vest in equal monthly installments through February 1, 2020.
 - (3) One-tenth of the shares subject to the option vested on August 1, 2017 and the remaining shares vest in equal monthly installments through February 1, 2021.
 - (4) One-tenth of the shares subject to the option vest on August 1, 2018 and the remaining shares vest in equal monthly installments through February 1, 2022.
 - (5)

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Remarks:

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Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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