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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)  
October 27, 2022**

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**Rambus Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-22339**  
(Commission  
File Number)

**94-3112828**  
(I. R. S. Employer  
Identification No.)

**4453 North First Street, Suite 100  
San Jose, California 95134**  
(Address of principal executive offices)

**(408) 462-8000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$.001 Par Value	RMBS	The NASDAQ Stock Market LLC (The NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

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**Item 1.01. Entry into a Material Definitive Agreement.*****Amendment to Semiconductor Patent License Agreement***

On October 27, 2022, Rambus Inc. (“Rambus”) and Samsung Electronics Co., Ltd., a Korean corporation (“Samsung”) entered into a second amendment (the “Second Amendment”) to that certain Semiconductor Patent License Agreement, dated January 19, 2010 (the “Agreement”), as first amended on October 1, 2013 (the “First Amendment,” and together with the Agreement and the Second Amendment, the “SPLA”). The Second Amendment will be effective as of October 1, 2023.

Under the Second Amendment, Rambus extended the term of the SPLA for an additional ten years, with an updated expiration date of September 30, 2033 (the “Expiration Date”). The Second Amendment includes the existing perpetual and irrevocable paid-up product license without additional product coverage under such license and clarifies the procedures related to the right of first refusal.

The Second Amendment requires that Samsung make payments to Rambus for each calendar quarter prior to the Expiration Date or termination of the Agreement, beginning in the fourth calendar quarter of 2023, based on a specified formula allowing for variable payments based on revenue and subject to a \$15,000,000 quarterly cap. The payment terms under the Second Amendment require good faith negotiation and mediation in the event of certain market factors, including but not limited to, the timing, scope, and royalty rates paid by certain third parties to Rambus for use of its patented inventions. The Second Amendment also includes a change of control provision under which Rambus agrees to negotiate the terms of the SPLA with a successor in interest in the event of a change of control of Samsung so long as Samsung meets certain requirements or, otherwise, Rambus may terminate the SPLA upon the change of control of Samsung. In addition, Samsung may terminate the SPLA in the event that Rambus undergoes a change in control under certain circumstances, namely those that would result in duplication of payment. Except as otherwise specifically referenced in the Second Amendment, all other material terms and conditions of the SPLA will remain in effect.

In 2010, Rambus and Samsung entered into a settlement agreement (the “Settlement Agreement”) releasing all claims against each other with respect to all outstanding litigation between them at that time. Rambus and Samsung entered into the SPLA pursuant to the Settlement Agreement, under which Samsung licenses from Rambus non-exclusive rights to certain Rambus patents.

The foregoing description of the Second Amendment is qualified in its entirety by reference to the full text of the Second Amendment which Rambus intends to file with the Securities and Exchange Commission (the “SEC”) as an exhibit to a subsequent periodic report. Rambus also intends to seek confidential treatment of certain terms of the Second Amendment in connection with such filing. The Settlement Agreement and the SPLA were filed with the SEC as exhibits to Rambus’ Form 10-Q filed on May 3, 2010. In addition, the First Amendment to the SPLA was filed with the SEC as an exhibit to Rambus’ Form 10-K filed on February 21, 2014.

A copy of the press release issued by Rambus relating to the matters discussed above is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The information in this press release 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 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#">Press Release of Rambus Inc., dated October 31, 2022.</a>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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## 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: October 31, 2022

Rambus Inc.

/s/ Desmond Lynch

Desmond Lynch, Senior Vice President, Finance and  
Chief Financial Officer

**Rambus and Samsung Electronics Extend Comprehensive Agreement**

*Ten-year agreement enables deep collaboration on products and broad access to Rambus innovations*

**SAN JOSE, Calif. – Oct. 31, 2022** – Rambus Inc. (NASDAQ: RMBS), a premier chip and silicon IP provider making data faster and safer, today announced it has extended its comprehensive patent license agreement with Samsung Electronics, a world leader in advanced semiconductor technology, for an additional ten years. The extension substantially maintains the existing financial terms and provides Samsung with broad access to the full Rambus patent portfolio through late 2033. Other terms and details are confidential.

“Samsung has been a trusted partner for many years, and we are very pleased to extend our strategic relationship,” said Luc Seraphin, president and chief executive officer of Rambus. “This extension enables deeper collaboration to deliver even greater value to the industry, and we are excited to continue working with such an innovative industry leader.”

**About Rambus Inc.**

Rambus is a provider of industry-leading chips and silicon IP making data faster and safer. With over 30 years of advanced semiconductor experience, we are a pioneer in high-performance memory subsystems that solve the bottleneck between memory and processing for data-intensive systems. Whether in the cloud, at the edge or in your hand, real-time and immersive applications depend on data throughput and integrity. Rambus products and innovations deliver the increased bandwidth, capacity and security required to meet the world’s data needs and drive ever-greater end-user experiences. For more information, visit [rambus.com](https://www.rambus.com).

Source: Rambus Inc.

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