

**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):
December 6, 2019**

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.)

1050 Enterprise Way, Suite 700
Sunnyvale, California
(Address of principal executive offices)

94089
(Zip Code)

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

Not Applicable
(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	RMBS	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.

Item 8.01 Other Events.

On December 8, 2019, Rambus Inc. (the “Company”) issued a press release announcing that, pursuant to that certain asset purchase agreement entered into on September 11, 2019, as amended (the “Asset Purchase Agreement”), it had completed its acquisition of the silicon IP, secure protocols and provisioning business (the “Transaction”) from Verimatrix, formerly Inside Secure, a global provider of security and analytics solutions that protect devices, services and applications. The Transaction closed December 6, 2019.

A copy of the Company’s press release announcing the closing of the Transaction is attached to this report as Exhibit 99.1. The information in the press release that is an exhibit to this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, 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 Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release of Rambus Inc., issued on December 8, 2019.](#)

104 Cover Page Interactive Data File, formatted in InLine XBRL and included as Exhibit 101

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: December 8, 2019

Rambus Inc.

/s/ Jae Kim

Jae Kim

Senior Vice President and General Counsel

PRESS RELEASE**Rambus Completes Acquisition of the Verimatrix Silicon IP, Secure Protocols and Provisioning Business**

Creates industry's most comprehensive portfolio of silicon-proven security IP

SUNNYVALE, Calif. – Dec. 8, 2019 – Rambus Inc. (NASDAQ: RMBS), a premier silicon IP and chip provider making data faster and safer, today announced the completed acquisition of the silicon IP, secure protocols and provisioning business from Verimatrix, formerly Inside Secure, for \$45 million at closing, and up to an additional \$20 million, subject to certain revenue targets for the transferred business for the calendar year 2020. The combined portfolio of products, including the secure silicon IP and provisioning solutions from both companies, creates the most comprehensive silicon-proven security IP portfolio in the industry.

“This acquisition is a natural fit for the company in line with our areas of focus in semiconductor,” said Luc Seraphin, president and CEO of Rambus. “The addition of this business from Verimatrix augments our portfolio of mission-critical embedded security products and expands our offerings for data center, AI, networking and automotive.”

Although this transaction will not materially impact 2019 financial results due to the timing of close and acquisition accounting, Rambus expects this acquisition to be accretive in 2020.

For more information, visit rambus.com/insidesecond.

Follow Rambus:

Company website: rambus.com

Rambus blog: rambus.com/blog

Twitter: [@rambusinc](https://twitter.com/rambusinc)

LinkedIn: www.linkedin.com/company/rambus

Facebook: www.facebook.com/RambusInc

About Rambus Inc.

Rambus is a premier silicon IP and chip provider that makes data faster and safer. With 30 years of innovation, we continue to develop the foundational technology for all modern computing systems. Leveraging our semiconductor expertise, Rambus solutions speed performance, expand capacity and improve security for today's most demanding applications. From data center and edge to artificial intelligence and automotive, our interface and security IP, and memory interface chips enable SoC and system designers to deliver their vision of the future. For more information, visit rambus.com.

Source: Rambus Inc.

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Rambus Corporate Communications
t: (408) 462-8306
cpasinetti@rambus.com

Forward-looking statements

Information set forth in this press release, including statements as to Rambus' outlook and statements as to the expected timing, completion and effects of the acquisition, constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

These statements are based on various assumptions and the current expectations of the management of Rambus and may not be accurate because of risks and uncertainties surrounding these assumptions and expectations. Factors listed below, as well as other factors, may cause actual results to differ significantly from these forward-looking statements. There is no guarantee that any of the events anticipated by these forward-looking statements will occur, or what effect they will have on the operations or financial condition of Rambus. Forward-looking statements included herein are made as of the date hereof, and Rambus undertakes no obligation to publicly update or revise any forward-looking statement unless required to do so by federal securities laws.

Major risks, uncertainties and assumptions include, but are not limited to: the expected benefits and costs of the transaction; management's plans relating to the transaction; statements of the plans, strategies and objectives of Rambus for future operations; any statements regarding anticipated operational and financial results; any statements of expectation or belief; the risk that disruptions from the transaction will harm Rambus' business; other factors described under "Risk Factors" in Rambus' Annual Report on Form 10-K and Quarterly Reports on Form 10-Q; and any statements of assumptions underlying any of the foregoing. It is not possible to predict or identify all such factors. Consequently, while the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties.

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