

RAMBUS INC
Form S-8
April 29, 2004

As filed with the Securities and Exchange Commission on April 29, 2004

Registration No. 333 - _____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

RAMBUS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4440 El Camino Real

Los Altos, California 94022

(Address, including zip code, of Principal Executive Offices)

94-3112828
(I.R.S. Employer

Identification No.)

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1997 Stock Plan

1997 Employee Stock Purchase Plan

(Full title of the plans)

John D. Danforth

Sr. Vice President, General Counsel

and Secretary

Rambus Inc.

4440 El Camino Real

Los Altos, California 94022

(650) 947-5000

(Name, address, and telephone number, including area code, of agent for service)

Copy to:

Aaron J. Alter, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, California 94304-1050

(650) 493-9300

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount to be Registered (1)	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering	Amount of Registration
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to be Registered		Per Share	Price	Fee
Common Stock, \$0.001 par value:				
Newly reserved under				
October 20, 1999 (the 1997 Plan) (2)				
1997 Stock Plan, as amended on	3,653,146	\$21.05(3)	\$76,898,723.30	\$9,743.07
Newly reserved under				
1997 Employee Stock				
Purchase Plan (the ESPP) (4)	692,306	\$17.89(5)	\$12,387,085.11	\$1,569.44
Total	4,345,452		\$89,285,808.41	\$11,312.51

- (1) Pursuant to Rule 416(a), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock (the **Shares**) that may become issuable under the 1997 Plan and the ESPP (collectively, the **Plans**) being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding Shares.
- (2) The 1997 Plan provides for an annual increase in the number of Shares reserved and available for issuance under the 1997 Plan equal to the lesser of (i) the number of Shares needed to restore the maximum aggregate number of Shares which may be optioned and sold under the 1997 Plan to 4,000,000 (after giving effect to a four-for-one split of the Registrant's Common Stock effective June 15, 2000), (ii) four percent (4%) of the outstanding Shares, as of the last business day of such fiscal year, or (iii) a lesser number of Shares determined by the Board of Directors.
- (3) The Proposed Maximum Offering Price Per Share has been estimated in accordance with Rule 457(c) under the Securities Act of 1933, as amended (the **Securities Act**) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq National Market on April 28, 2004.
- (4) The ESPP provides for an annual increase in the number of Shares reserved and available for issuance under the ESPP equal to the lesser of (i) the number of Shares needed to restore the maximum aggregate number of Shares which may be sold under the ESPP to 1,600,000 (after giving effect to a four-for-one split of the Registrant's Common Stock effective June 15, 2000), (ii) one percent (1%) of the outstanding Shares as of the last business day of such fiscal year, or (iii) a lesser number of Shares determined by the Board of Directors.
- (5) The Proposed Maximum Offering Price Per Share has been estimated in accordance with Rule 457(c) under the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq National Market on April 28, 2004, multiplied by 85%, which is the percentage of the trading price applicable to purchases under the ESPP.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information heretofore filed by the Registrant with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 filed pursuant to Section 13(a) of the Securities Exchange Act of 1934 (the "Exchange Act") on February 13, 2004.
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 filed pursuant to Section 13(a) of the Exchange Act on April 29, 2004.
- (c) The Registrant's Current Report on Form 8-K filed with the Commission on February 13, 2004.
- (d) The Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on March 19, 2004 pursuant to Section 14(a) of the Exchange Act.
- (e) The description of Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on April 2, 1997, pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.
- (f) The contents of the Registrant's Forms S-8 Registration Statements, Registration No. s 333-103789, 333-86140, 333-48730, 333-93427, 333-67457, 333-38855, and 333-28597 dated March 15, 2003, April 12, 2002, October 27, 2000, December 22, 1999, November 18, 1998, October 28, 1997, and June 6, 1997, respectively, relating to the 1997 Stock Plan and the 1997 Employee Stock Purchase Plan.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Inapplicable.

Item 5. Interests of Named Experts and Counsel.

Inapplicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's Certificate of Incorporation and Bylaws provide for the indemnification of present and former directors, officers, employees and agents of the Registrant and persons serving as directors, employees or agents of another corporation or entity at the request of the Registrant to the fullest extent permitted by the Delaware General Corporation Law. In addition, the Registrant enters into indemnification agreements with each of its directors and executive officers pursuant to which such persons are indemnified for costs and expenses actually and reasonably incurred by such persons in connection with a threatened, pending or completed claim arising out of service as a director, officer, employee, trustee and/or agent of the Registrant or another entity at the request of the Registrant. The Registrant maintains an insurance policy insuring its directors and officers against liability for certain acts and omissions while acting in their official capacities.

Item 7. Exemption from Registration Claimed.

Inapplicable.

Item 8. Exhibits.

Exhibit	
Number	Description of Document
4.1*	1997 Stock Plan, as amended on October 20, 1999.
4.2**	1997 Employee Stock Purchase Plan.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, as to legality of securities being registered.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in exhibit 5.1).
24.1	Powers of Attorney (included as part of the signature page of this registration statement).

* Incorporated by reference to the Registrant's Registration Statement on Form S-8 filed December 22, 1999 (file No. 333-93427).

** Incorporated by reference to the Registrant's Registration Statement on Form S-8 filed June 6, 1997 (file No. 333-28597).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Altos, State of California, on this 29th day of April, 2004.

RAMBUS INC.

By: /s/ John D. Danforth

John D. Danforth

Sr. Vice President, General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Geoffrey R. Tate and John D. Danforth, and each of them, as his true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign, and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, together with all schedules and exhibits thereto (ii) act on, sign, and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, and (iii) take any and all actions that may be necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his substitutes may lawfully do or cause to be done by virtue thereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED:

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
/s/ Geoffrey R. Tate _____ Geoffrey R. Tate	Chief Executive Officer and Director (principal executive officer)	April 29, 2004
/s/ Robert K. Eulau _____ Robert K. Eulau	Sr. Vice President, Finance and Chief Financial Officer (principal financial and accounting officer)	April 29, 2004
/s/ David Mooring _____ David Mooring	Corporate Officer and Director	April 29, 2004
/s/ William Davidow _____ William Davidow	Chairman of the Board of Directors	April 29, 2004
/s/ Bruce Dunlevie _____ Bruce Dunlevie	Director	April 29, 2004
/s/ P. Michael Farmwald _____ P. Michael Farmwald	Director	April 29, 2004
/s/ Charles Geschke _____ Charles Geschke	Director	April 29, 2004
/s/ Mark Horowitz _____ Mark Horowitz	Director	April 29, 2004
/s/ Harold Hughes _____ Harold Hughes	Director	April 29, 2004

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Harold Hughes

/s/ Kevin Kennedy

Director

April 29, 2004

Kevin Kennedy

RAMBUS INC.

REGISTRATION STATEMENT ON FORM S-8

INDEX TO EXHIBITS

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