

RAMBUS INC
Form 8-K
May 16, 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): May 14, 2007

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.)

4440 El Camino Real, Los Altos CA 94022

(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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 14, 2007, Rambus Inc. (Rambus) received an additional notice of non-compliance from the Staff of the NASDAQ Stock Market (NASDAQ), in accordance with NASDAQ Marketplace Rule 4310(c)(14), due to the delay in the filing of its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2007 (the Form 10-Q), which could serve as a basis for delisting Rambus common stock from the NASDAQ Global Select Market.

As previously announced, Rambus received notices of non-compliance from NASDAQ on August 14, 2006, November 15, 2006, and March 6, 2007 due to delays in the filing of Rambus Quarterly and Annual Reports on Forms 10-Q and Form 10-K, respectively, for the periods ended June 30, 2006, September 30, 2006, and December 31, 2006. The Forms 10-Q and 10-K filing delays are attributable to the fact that Rambus Audit Committee is conducting an independent review of Rambus historical stock option granting practices and related accounting.

On February 6, 2007, the NASDAQ Listing and Hearing Review Council (the Listing Council) determined it would call Rambus matter for review. The Listing Council also determined to stay an earlier decision by the NASDAQ Listing Qualifications Panel that required Rambus to file the Forms 10-Q by February 9, 2007. In connection with the call for review, the Listing Council requested that the Company provide an update on its efforts to file the delayed Forms 10-Q by March 30, 2007. The Company provided additional information to the Listing Council and the matter is currently under review.

Rambus issued a press release on May 15, 2007 disclosing its receipt of the additional notice of noncompliance dated May 14, 2007. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated May 15, 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: May 16, 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 May 15, 2007. |