

RAMBUS INC
Form 8-K
April 23, 2008

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**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): April 22, 2008

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

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))
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Item 2.02 Results of Operations and Financial Condition.

On April 22, 2008, Rambus Inc. (the **Company**) issued a press release announcing that the US Court of Appeals for the DC Circuit has overturned the Federal Trade Commission's (FTC) decisions regarding Rambus, and remanded the matter back to the FTC for further proceedings consistent with the Court's opinion.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Forward-Looking Statements

This Current Report on Form 8-K and the press release attached hereto as Exhibit 99.1 contain forward-looking statements under the Private Securities Litigation Reform Act of 1995 relating to potential future litigation matters that may involve the Company. Such forward-looking statements are based on the current expectations of the Company's management, and there can be no assurance concerning any litigation involving the FTC or any other person. The Company's business generally is subject to a number of risks which are described in the Company's periodic reports filed with the Securities and Exchange Commission. The Company undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated April 22, 2008.

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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: April 23, 2008

Rambus Inc.

/s/ Satish Rishi
Satish Rishi, Senior Vice President,
Finance and
Chief Financial Officer

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| Exhibit Number | Exhibit Title |
|---------------------------|-------------------------------------|
| 99.1 | Press release dated April 22, 2008. |