

RAMBUS INC
Form 8-K
August 14, 2008

Table of Contents

**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): August 12, 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**

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:

- 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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TABLE OF CONTENTS

Item 2.05 Costs Associated with Exit or Disposal Activities

Item 9.01 Financial Statements and Exhibits

SIGNATURES

Exhibit Index

EXHIBIT 99.1

Table of Contents

Item 2.05 Costs Associated with Exit or Disposal Activities.

On August 14, 2008, Rambus Inc. issued a press release announcing a restructuring including a reduction of its workforce to be completed by the end of the year. The Board of Directors of Rambus approved the commitment to the restructuring on August 12, 2008. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein for information concerning the restructuring.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated August 14, 2008.

Table of Contents

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.

Rambus Inc.

Date: August 14, 2008

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

Table of Contents

Exhibit Index

| Exhibit Number | Exhibit Title |
|---------------------------|--------------------------------------|
| 99.1 | Press release dated August 14, 2008. |