

RAMBUS INC  
Form 8-K  
November 10, 2008

**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): November 7, 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 8.01 Other Events.**

On November 7, 2008, Rambus Inc. (the Company ) issued a press release announcing the issuance of the notice of a proposed settlement of the derivative litigation relating to stock option practices pending against the Company and a number of its present and former officers and directors.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The contents of the Company s website are not incorporated by reference into this Current Report on Form 8-K or any other filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release dated November 7, 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: November 7, 2008

Rambus Inc.

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

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	Press release dated November 7, 2008.