

RAMBUS INC
Form SC TO-I/A
November 16, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3 TO

SCHEDULE TO

(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934

Rambus Inc.

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Options to Purchase Common Stock, \$0.001 Par Value

(Title of Class of Securities)

750917106

(CUSIP Number of Class of Securities)

(Underlying Options to Purchase Common Stock)

Harold Hughes

Chief Executive Officer

Rambus Inc.

4440 El Camino Real

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Los Altos, California 94022

(650) 947-5000

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Thomas R. Lavelle

Senior Vice President and General Counsel

Rambus Inc.

4440 El Camino Real

Los Altos, California 94022

(650) 947-5000

Aaron J. Alter

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, California 94304

(650) 493-9300

CALCULATION OF FILING FEE

Transaction Valuation*
\$84,703,011.96

Amount of Filing Fee**
\$2,600.38

* Estimated solely for the purposes of calculating the Amount of Filing Fee. The calculation of the Transaction Valuation assumes that all options to purchase the Issuer's common stock that are eligible for the offer will be tendered pursuant to this offer. These options have an aggregate value of \$84,703,011.96 calculated based on the average of the high and low prices of the Company's common stock as reported on The NASDAQ Global Select Market on October 15, 2007.

** The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$30.70 for each \$1,000,000 of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
Amount Previously Paid: \$2,600.38

Form or Registration No.: 005-53267

Filing Party: Rambus Inc.

Date Filed: October 18, 2007

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing fee is a final amendment reporting the results of the tender offer:

This Amendment No. 3 amends the Tender Offer Statement on Schedule TO (the "Schedule TO") relating to an offer (the "Offer") by Rambus Inc., a Delaware corporation (the "Company"), to amend certain outstanding options as set forth under the Offer to Amend Certain Options as amended and restated on October 30, 2007 (the "Offer to Amend"), which is filed as Exhibit (a)(1)(A) to the Schedule TO and incorporated herein by reference.

The information in the Offer to Amend is hereby expressly incorporated herein by reference, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 4. Terms of the Transaction.

Item 4 of the Schedule TO is hereby amended by adding the following sentences:

The Offer expired at 9:00 p.m., Pacific Time, on November 15, 2007. A total of 164 eligible option holders participated in the Offer. The Company has accepted for amendment options to purchase an aggregate of 3,959,225 shares of the Company's common stock, of which options to purchase 781,178 shares of the Company's common stock were amended by making a fixed date election. In connection with the surrender of those options for amendment, the Company has amended those options on the expiration date of the Offer following the expiration of the Offer.

This Amendment No. 3 to the Schedule TO is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(4) promulgated under the Securities Exchange Act of 1934, as amended.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RAMBUS INC.

/s/ Satish Rishi

Satish Rishi

Senior Vice President, Finance and Chief Financial Officer

Date: November 16, 2007

INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|--|
| (a)(1)(A)* | Offer to Amend Certain Options, as amended and restated October 30, 2007 |
| (a)(1)(B)* | Communication to all eligible employees from Harold Hughes, dated October 18, 2007 |
| (a)(1)(C)* | Election form (for use by facsimile), as amended and restated on October 30, 2007 |
| (a)(1)(D)* | Form of confirmation e-mail, as amended and restated on October 24, 2007 |
| (a)(1)(E)* | Forms of reminder e-mails to employees |
| (a)(1)(F)* | Form of final election confirmation statement, as amended and restated on October 24, 2007 |
| (a)(1)(G)* | Screen shots of offer website at https://rmbs.equitybenefits.com , as amended and restated on October 30, 2007 |
| (a)(1)(H)* | Form of e-mail to employees regarding fixed date elections |
| (b) | Not applicable |
| (d)(1)* | 1997 Stock Plan (as amended and restated as of April 4, 2007) (incorporated herein by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K, filed on September 14, 2007) |
| (d)(2)* | Form of Stock Option Agreement under 1997 Stock Plan (incorporated herein by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q, filed on July 29, 2003) |
| (d)(3)* | 1999 Nonstatutory Stock Option Plan (as amended and restated as of April 4, 2007) and form of Stock Option Agreement thereunder (incorporated herein by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K, filed on September 14, 2007) |
| (g) | Not applicable |
| (h) | Not applicable |

* Previously filed.