

RPX Corp
Form 4
August 23, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEATH ROBERT H

(Last) (First) (Middle)

C/O RPX CORPORATION, ONE
MARKET PLAZA, STEUART
TOWER STE. 800

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RPX Corp [RPXC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer, SVP

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/20/2016		M			19,376	A	\$ 0	79,437	D	
Common Stock	08/20/2016		F			7,284	D	\$ 10.68	72,153	D	
Common Stock	08/22/2016		S			2,262	D	\$ 10.5887 (1)	69,891	D	
Common Stock	08/23/2016		S			738	D	\$ 10.65	69,153	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(2)	08/20/2016		M	9,376	05/20/2013 ⁽³⁾ - ⁽³⁾	Common Stock	9,376
Restricted Stock Units	(2)	08/20/2016		M	2,500	05/20/2014 ⁽⁴⁾ - ⁽⁴⁾	Common Stock	2,500
Restricted Stock Units	(2)	08/20/2016		M	3,750	05/20/2015 ⁽⁵⁾ - ⁽⁵⁾	Common Stock	3,750
Restricted Stock Units	\$ 0 ⁽²⁾	08/20/2016		M	3,750	05/20/2016 ⁽⁵⁾ - ⁽⁵⁾	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEATH ROBERT H C/O RPX CORPORATION ONE MARKET PLAZA, STEUART TOWER STE. 800 SAN FRANCISCO, CA 94105			Chief Financial Officer, SVP	

Signatures

Martin Roberts, Attorney-in-Fact for Robert H.
Heath

08/23/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) The price reported in column 4 is the weighted average price. The shares were sold in multiple transactions ranging from \$10.57 to \$10.62, inclusive. The reporting person hereby undertakes to provide to the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock. The units were awarded at no cost to Reporting Person.
 - (3) This represents two (2) awards of 75,000 restricted stock units, totaling 150,000 restricted stock units. 6.25% of the stock units subject to the award vest on this date and 6.25% of the shares subject to the award vest in equal quarterly installments thereafter, provided that Reporting Person remains in continuous service through each vest date. The quarterly vest dates are February 20, May 20, August 20 and November 20.
 - (4) 6.25% of the 40,000 stock units subject to the award vest on this date and 6.25% of the shares subject to the award vest in equal quarterly installments thereafter, provided that Reporting Person remains in continuous service through each vest date. The quarterly vest dates are February 20, May 20, August 20 and November 20.
 - (5) 6.25% of the 60,000 stock units subject to the award vest on this date and 6.25% of the shares subject to the award vest in equal quarterly installments thereafter, provided that Reporting Person remains in continuous service through each vest date. The quarterly vest dates are February 20, May 20, August 20 and November 20.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.