

# *Rambus*<sup>®</sup>

## *2010 ANNUAL REPORT*



# Years of Innovation

# To Our Stockholders,

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Twenty years after our founding, the spirit of innovation at Rambus thrives. In 2010, this company of inventors, as strongly as any time in our history, demonstrated a commitment to the core values that have guided our journey over two decades. Technology leadership, innovation, a commitment to customer success, integrity, and accountability, were manifest in the results delivered by the Rambus team.

The inventions of our founders, Drs. Mark Horowitz and Mike Farmwald, are used in nearly every digital electronic product on the market today. We've built on that legacy of technology leadership through a continued commitment to innovation that has produced a portfolio of over 1000 patents. Notably, having passed the 1000th patent mark in July, we had already reached 1180 issued patents by year end. We're not simply maintaining our pace of invention, we're accelerating it.

Rambus patented innovations have enabled the development of products using industry-standard memory solutions such as DDR3, GDDR5 and LPDDR2, and serial link solutions including PCI Express and Serial ATA. We have also incorporated these innovations into our own leadership solutions to show the road ahead for the electronics industry. In 2010, we introduced the Mobile XDR™ memory architecture whose performance can unleash an exciting new generation of smartphones and tablets.

With the latest advancements of our Terabyte Bandwidth Initiative, we've pushed the envelope of memory performance to an unprecedented 20 gigabits per second. Further, we've shown how the data rate of single-ended signaling used in current industry-standard memories can be almost doubled to 12.8 gigabits per second. Our engineers have also developed innovations that will enable a seamless transition from today's memories to high-performance memories of the future, for any path the industry chooses to follow.

Business success funds innovation, and in 2010, we achieved record revenue and earnings results thanks to strong momentum from our licensing efforts. The settlement and patent license agreement with Samsung was a pivotal event. Thereafter, we signed new or renewed patent licenses for our semiconductor innovations with AMD, NVIDIA, Elpida and Renesas, and early in 2011, Panasonic. The achievements of our semiconductor business are built on the foundation of world-class platforms for innovation, patent development and licensing.

We built these platforms for scalability, both to support the growth of our semiconductor business, and our entrance into new businesses. Since launching our diversification strategy in 2009, we have now completed 15 acquisitions. Five of these have supported the creation and development of our Lighting and Display Technology business. For this new business, we've established a state-of-the-art design and prototyping facility in Brecksville, Ohio, and assembled a renowned team of engineers and scientists to drive technology leadership in this field. Our 2010 license agreement with GE Lighting gives a strong start to this important new business and signals the success of our diversification efforts.

On the legal front, we prevailed in our patent infringement case before the United States International Trade Commission (ITC), which subsequently issued an exclusion order against NVIDIA. We returned to the ITC when we were unable to reach reasonable agreements with a second set of companies that included Broadcom, Freescale, LSI, MediaTek, and STMicroelectronics, and NVIDIA for patents beyond those in the first ITC matter. We also filed complaints against these same companies in federal district court. Late in 2010, the ITC agreed to initiate an investigation into this latest matter. Having created great value through our innovation efforts, we must continue to act vigorously to protect it.

In summary, 2010 was a watershed year for Rambus. We achieved great success in licensing, technology leadership, diversification, and in protecting our valuable intellectual property. We are a company of inventors. Our technology enriches the experience of electronic systems for consumers worldwide. With our steadfast commitment to innovation, Rambus inventions will continue to be *at the heart of the products you love*.

Harold Hughes  
**President and Chief Executive Officer**



***Rambus***®  
*Your license to speed*™



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

**Form 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2010

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-22339

**RAMBUS INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

1050 Enterprise Way, Suite 700  
Sunnyvale, California

(Address of principal executive offices)

94-3112828

(I.R.S. Employer  
Identification Number)

94089

(Zip Code)

Registrant's telephone number, including area code:

(408) 462-8000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$.001 Par Value	The NASDAQ Stock Market LLC (The NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the Registrant's Common Stock held by non-affiliates of the Registrant as of June 30, 2010 was approximately \$1.7 billion based upon the closing price reported for such date on The NASDAQ Global Select Market. For purposes of this disclosure, shares of Common Stock held by officers and directors of the Registrant and persons that may be deemed to be affiliates under the Act have been excluded. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of outstanding shares of the Registrant's Common Stock, \$.001 par value, was 107,487,978 as of January 31, 2011.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information is incorporated into Part III of this report by reference to the Proxy Statement for the Registrant's annual meeting of stockholders to be held on or about April 28, 2011 to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Form 10-K.

Form 10-K

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## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (“Annual Report”) contains forward-looking statements. These forward-looking statements include, without limitation, predictions regarding the following aspects of our future:

- Success in the markets of our or our licensees’ products;
- Sources of competition;
- Research and development costs and improvements in technology;
- Sources, amounts and concentration of revenue, including royalties;
- Success in renewing license agreements;
- Product development;
- Pricing policies of our licensees;
- Engineering, marketing and general and administration expenses;
- Contract revenue;
- Operating results;
- International licenses and operations, including our design facility in Bangalore, India;
- Issuances of our securities, which could involve restrictive covenants or be dilutive to our existing stockholders;
- Acquisitions, mergers or strategic transactions;
- Interest and other income, net;
- Effects of changes in the economy and credit market on our industry and business;
- Deterioration of financial health of commercial counterparties and their ability to meet their obligations to us;
- Restructuring activities;
- Growth in our business;
- Methods, estimates and judgments in accounting policies;
- Adoption of new accounting pronouncements;
- Ability to identify, attract, motivate and retain qualified personnel;
- Effective tax rates;
- Realization of deferred tax assets/release of deferred tax valuation allowance;
- Repurchases of our Common Stock pursuant to share repurchase programs or otherwise;
- Trading price of our Common Stock;
- Internal control environment;
- Corporate governance;
- Consequences of the lawsuits related to the stock option investigation;
- The level and terms of our outstanding debt;
- Outcome and effect of current and potential future intellectual property litigation;
- Resolution of the governmental agency matters involving us;

- Litigation expenses;
- Protection of intellectual property;
- Terms of our licenses;
- Amounts owed under licensing agreements;
- Indemnification and technical support obligations; and
- Likelihood of paying dividends or repurchasing stock.

You can identify these and other forward-looking statements by the use of words such as “may,” “future,” “shall,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “intends,” “potential,” “continue,” or the negative of such terms, or other comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under Item 1A, “Risk Factors.” All forward-looking statements included in this document are based on our assessment of information available to us at this time. We assume no obligation to update any forward-looking statements.

## PART I

Rambus, RDRAM™, XDR™, FlexIO™ and FlexPhase™ are trademarks or registered trademarks of Rambus Inc. Other trademarks that may be mentioned in this annual report on Form 10-K are the property of their respective owners.

Industry terminology, used widely throughout this annual report, has been abbreviated and, as such, these abbreviations are defined below for your convenience:

Double Data Rate . . . . .	DDR
Dynamic Random Access Memory . . . . .	DRAM
Fully Buffered-Dual Inline Memory Module . . . . .	FB-DIMM
Gigabits per second . . . . .	Gb/s
Graphics Double Data Rate . . . . .	GDDR
Input/Output . . . . .	I/O
Light Emitting Diodes . . . . .	LED
Lighting and Display Technology . . . . .	LDT
Liquid Crystal Display . . . . .	LCD
Peripheral Component Interconnect . . . . .	PCI
Rambus Dynamic Random Access Memory . . . . .	RDRAM™
Single Data Rate . . . . .	SDR
Synchronous Dynamic Random Access Memory . . . . .	SDRAM
eXtreme Data Rate . . . . .	XDR™

From time to time we will refer to the abbreviated names of certain entities and, as such, have provided a chart to indicate the full names of those entities for your convenience.

Advanced Micro Devices Inc. . . . .	AMD
Broadcom Corporation . . . . .	Broadcom
Elpida Memory, Inc. . . . .	Elpida
Freescale Semiconductor Inc. . . . .	Freescale
Fujitsu Limited . . . . .	Fujitsu
General Electric Company . . . . .	GE
Global Lighting Technologies, Inc. . . . .	GLT
Hewlett-Packard Company . . . . .	Hewlett-Packard
Hynix Semiconductor, Inc. . . . .	Hynix
Infineon Technologies AG . . . . .	Infineon
Inotera Memories, Inc. . . . .	Inotera
Intel Corporation . . . . .	Intel
International Business Machines Corporation . . . . .	IBM
Joint Electronic Device Engineering Councils . . . . .	JEDEC
Juniper Networks, Inc. . . . .	Juniper
LSI Corporation. . . . .	LSI
MediaTek Inc. . . . .	MediaTek
Micron Technologies, Inc. . . . .	Micron
Nanya Technology Corporation . . . . .	Nanya
NEC Electronics Corporation . . . . .	NEC
NVIDIA Corporation . . . . .	NVIDIA
Qimonda AG (formerly Infineon’s DRAM operations) . . . . .	Qimonda
Panasonic Corporation . . . . .	Panasonic
Renesas Electronics . . . . .	Renesas
Samsung Electronics Co., Ltd. . . . .	Samsung
Sony Computer Electronics . . . . .	Sony
Spansion, Inc. . . . .	Spansion
ST Microelectronics N.V. . . . .	ST Microelectronics
Texas Instruments Inc. . . . .	Texas Instruments
Toshiba Corporation . . . . .	Toshiba
Velio Communications . . . . .	Velio

**Item 1. Business**

Rambus Inc. (“we” or “Rambus”) was founded in 1990 and reincorporated in Delaware in March 1997. Our principal executive offices are located at 1050 Enterprise Way, Suite 700, Sunnyvale, California. Our Internet address is [www.rambus.com](http://www.rambus.com). You can obtain copies of our Forms 10-K, 10-Q, 8-K, and other filings with the SEC, and all amendments to these filings, free of charge from our website as soon as reasonably practicable following our filing of any of these reports with the SEC. In addition, you may read and copy any material we file with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy, and information statements, and other information regarding registrants that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).



We are a premier intellectual property and technology licensing company. Our primary focus is the creation, design, development and licensing of patented innovations, technologies and architectures that are foundational to nearly all digital electronics products and systems. Our patented innovations and technologies aim to improve the performance, power efficiency, time-to-market and cost-effectiveness of our customers' products, components and systems offered and used in semiconductors, computers, mobile applications, gaming and graphics, consumer electronics, lighting displays and general lighting. By licensing our patented innovations and technologies, we hope to continuously enrich the end-user experience of the digital electronics products and systems marketed and sold by our customers and licensees. We believe we have established an unparalleled licensing platform and business model that will continue to foster the development of new foundational and leading innovations and technologies. As a result, our goal is to create significant licensing opportunities, and thereby perpetuate strong company operating performance and long term stockholder value.

While we have historically focused our efforts in developing and licensing patented innovations and technologies for the semiconductor industry, particularly in the area of chip interfaces, we have initiated diversification efforts to expand our portfolio of patented innovations and technologies into lighting and displays, mobile communications, and additional semiconductor technologies. We expect to continue this diversification initiative through the acquisition of assets and the hiring of the inventors, scientists and engineers who will lead the effort to further develop these patented innovations and technologies in these new areas of focus. During 2010, we initiated an internal structural reorganization to establish separate business groups for our semiconductor industry focused operations ("Semiconductor Business Group" or "SBG") and operations focused on new or emerging licensing opportunities ("New Business Group" or "NBG") which includes our lighting and display technology ("LDT") group. We expect this internal realignment to help drive efficiencies in operations and optimize our licensing platform and business model as we expand and diversify into new markets.

As of December 31, 2010, our semiconductor, chip interface, lighting, display and other technologies are covered by approximately 1,180 U.S. and foreign patents. Additionally, we have approximately 850 patent applications pending. These patents and patent applications cover important inventions in memory and logic chip interfaces, optoelectronics, mobile applications and other technologies. Some of the patents and pending patent applications are derived from a common parent patent application or are foreign counterpart patent applications. We have a program to file applications for and obtain patents in the United States and in selected foreign countries where we believe filing for such protection is appropriate and would further our overall strategy and objectives. In some instances, obtaining appropriate levels of protection may involve prosecuting continuation and counterpart patent applications based on a common parent application. We believe that our patented innovations provide our customers means to achieve higher performance, improved power efficiency, lower risk, and greater cost-effectiveness in their digital electronics products and systems.

Our patented innovations and technologies are offered to our customers through either a patent license or a technology license. Our revenues are primarily derived from patent licenses, through which we provide a license to our broad portfolio of patented innovations primarily to semiconductor and system companies who use these innovations in the development and manufacture of their own products. Our patent licensing agreements may provide a license to all or part of our patent portfolio for a particular use, product or technology. The patent license essentially provides our customers with a defined right to use our patented innovations in the customer's own digital electronics products and systems. Patent license agreements are generally structured with variable royalty payments, although some agreements include fixed payments over certain defined periods.

We also offer our customers technology licenses. We typically offer technology licenses to support the implementation and adoption of our patented innovations and technologies through know-how and technology transfers, product design, development, and system integration consulting and engineering services. Our technology license offerings also include a range of solutions developed by Rambus, which include "leadership" solutions (which are Rambus-proprietary solutions widely licensed to our customers) and industry-standard solutions that we provide to our customers under license for incorporation into our customers' digital electronics products and systems. Due to the often complex nature of implementing state-of-the art technology, we also offer engineering services to our customers to help them successfully integrate our solutions into their digital electronics products and systems. These technology license agreements may have both a fixed price (non-recurring) component and ongoing royalties. Engineering services are generally offered on a fixed price basis. Further, under technology licenses, our

customers typically receive licenses to our patents necessary to implement these solutions in their products with specific rights and restrictions to the applicable patents elaborated in their individual contracts with us.

## **Background**

### ***Semiconductor Industry***

The performance of computers, mobile phones, consumer electronics and other electronic systems rises dramatically with each passing year. Semiconductor and system designers face key challenges in sustaining this pace of innovation. Since battery technology improves modestly over time, mobile device designers face adding increased functionality and higher performance with only small increases in power budget. For plug-in systems, there is a strong desire to reduce power consumption for both economical and environmental reasons while still providing increased computing capability and more visually compelling displays. At the chip level, it becomes increasingly difficult to maintain signal integrity and power efficiency as data transfer speeds rise to support more powerful, multi-core processors.

To address these challenges and enable the continued improvement of electronics systems requires ongoing innovation. The many contributions and patented innovations developed by Rambus' scientists and engineers have been, and continue to be, critical in addressing some of the most difficult chip and system challenges. We have developed what we believe are the world's fastest memory solutions delivering breakthrough performance at unmatched power efficiency. Our patented innovations can deliver the memory bandwidth and throughput needed to unleash the potential of multi-core processors.

### ***Lighting and Display Technologies and other Diversification Areas***

The expected obsolescence and expected replacement of current general lighting products and applications represent a significant market opportunity for new and advanced innovations and technologies that utilize light emitting diodes ("LEDs"). Moreover, LED backlighting solutions are increasingly pervasive in liquid crystal displays ("LCDs") for computers, mobile phones, gaming systems, HDTVs and any user interface utilizing a light emitting screen. These emerging technologies in the lighting and display market offer distinct advantages over traditional lighting sources in image quality, power efficiency and reliability and have either been widely adopted in current digital electronics products and systems, as in the case of LED backlighting, or are in the process of market adoption, as in the case of LED based general lighting products and applications.

We believe that our patented innovations in advanced lighting technologies represent significant value to applications, products and systems that currently use and incorporate these innovations and those that will be adopted into new products and systems. For example, our patented innovations in backlighting can enable what we believe to be some of the thinnest, most power-efficient and cost-effective LCD displays for mobile phones, computers and high definition televisions ("HDTVs"). In addition, our goal is that our patented innovations and technology in general lighting will offer revolutionary and breakthrough solutions that will provide exceptional quality and control of illumination in form factors unconstrained by legacy lighting products and systems. We believe that these breakthrough patented innovations and technologies advance our mission of enriching the consumer experience of electronic products and systems and represent additional significant licensing opportunities in growing markets.

We are also continuing our efforts to invent, develop and expand our patented innovations and technologies into other markets for digital electronics products and systems, such as mobile communications and other end user applications.

## **Our Offerings**

### ***Patented Innovations***

Royalties represent a substantial majority of our total revenue. We derive the majority of our royalty revenue by licensing our broad portfolio of patents for chip interfaces to our customers. These licenses may cover part or all of our patent portfolio in semiconductor technologies. Leading semiconductor and system companies such as

AMD, Elpida, Fujitsu, GE, Intel, Panasonic, Renesas, Samsung and Toshiba have licensed our patents for use in their own products. Examples of the many patented innovations in our portfolio include, and have included,:

*Dual Edge Clocking* which is designed to allow data to be sent on both the leading and trailing edge of the clock pulse, effectively doubling the transfer rate out of a memory core without the need for higher system clock speeds.

*Variable Burst Length* which is designed to improve data transfer efficiency by allowing varying amounts of data to be sent per a memory read or write request in DRAMs and Flash memory.

*FlexPhase™* technology which synchronizes data output and compensates for circuit timing errors.

*Channel Equalization* which is designed to improve signal integrity and system margins by reducing inter-symbol interference in high speed parallel and serial link channels.

*Module Threading* which improves the throughput and power efficiency of a memory module by applying parallelism to module data accesses.

*MicroLens™* optical design technology which provides optimum utilization of high-brightness LEDs in edge-lit lighting applications delivering superior brightness, control and uniformity of illumination.

### ***Technology Solutions and Enabling Services***

We license a range of technology solutions including our leadership architectures and industry-standard solutions to customers for use in their digital electronics products and systems. Our customers include leading companies such as Elpida, GE, IBM, Panasonic, Samsung, Sony and Toshiba. Due to the complex nature of implementing our technologies, we provide engineering services under certain of these licenses to help our customers successfully integrate our technology solutions into their semiconductor and system products. Licensees may also receive, in addition to their technology license agreements, patent licenses as necessary to implement the technology in their products with specific rights and restrictions to the applicable patents elaborated in their individual contracts.

Our leadership technology solutions include the XDR™, XDR™2, Mobile XDR™ and RDRAM™ memory architectures and the FlexIO™ processor bus.

*The XDR™ Memory Architecture* enables what we believe to be the world's fastest production DRAM with operation up to 7.2Gb/s. XDR™ DRAM is the main memory solution for Sony Computer Entertainment's PlayStation®3 as well as for Texas Instrument's latest generation of Digital Light Processing ("DLP") projectors.

*The XDR™2 Memory Architecture* incorporates new innovations, including DRAM micro-threading, to deliver the world's highest performance for graphics intensive applications such as gaming and digital video.

*The Mobile XDR™ Memory Architecture* delivers high performance with excellent power efficiency enabling applications such as HD video recording and 3D gaming on battery powered mobile devices.

*RDRAM™ Memory* has shipped in the Sony PlayStation®2, Intel-based personal computers ("PCs"), Texas Instruments DLP TVs and in Juniper routers. Our customers have sold over 500 million RDRAM™ devices across all applications to date. This product is approaching end-of-life, and we anticipate revenue from RDRAM™ solutions will continue to decline.

*The FlexIO™ Processor Bus* is a high speed chip-to-chip interface. It is one of our two key chip interface products that enable the Cell BE processor co-developed by Sony, Toshiba and IBM. In the PlayStation®3, the FlexIO™ bus provides the interface between the Cell BE, the RSX graphics processor and the SouthBridge chip.

We also offer industry-standard chip interface solutions, including DDRx (where the "x" is a number that represents a version), as well as digital logic controllers for PCI Express and other industry standard interfaces.

In addition, we offer custom solutions for displays, LED backlights and general lighting.

### **Design and Manufacturing**

Our technology solutions are developed with high-volume commercial manufacturing processes in mind. Our solutions can be delivered in a number of ways, from reference designs to full turnkey custom developments. A

reference design engagement might include an architectural specification, data sheet, theory of operation and implementation guides. A custom development would entail a specific design implementation optimized for the licensee's manufacturing process.

### **Target Markets, Applications and Customers**

We work with leading and emerging semiconductor and digital electronics products and system customers to enable their next-generation products. We engage with our customers across the entire product life cycle, from system architecture development, to component design, to system integration, to production ramp-up through product maturation. Our patented innovations and technologies are incorporated into a broad range of high-volume applications in computing, gaming and graphics, lighting, consumer electronics and mobile markets. System level products that utilize our patented inventions and/or solutions include personal computers, servers, printers, video projectors, game consoles, HDTVs, set-top boxes and mobile phones manufactured by such companies as Fujitsu, IBM, Hewlett-Packard, Panasonic, Toshiba, Samsung and Sony.

### **Our Strategy**

The key elements of our strategy are as follows:

*Innovate:* Develop and patent our innovative technology to provide fundamental competitive advantage when incorporated into semiconductors, and digital electronics products and systems.

*Drive Adoption:* Communicate the advantages of our patented innovations and technologies to the industry and encourage its adoption through demonstrations and incorporation in the products of select customers.

*Monetize:* License our patented inventions and technology solutions to customers for use in their semiconductor and system products.

We believe that the successful execution of this strategy requires an exceptional and unparalleled licensing platform and business model that relies on the skills and talent of our employees. Accordingly, we seek to hire and retain world class scientific and engineering expertise in all of our fields of technological focus, as well as the executive management and operating personnel required to successfully execute our business strategy. In order to attract the quality of employees required for this business model, we have created an environment and culture that encourages, fosters and supports research, development and innovation in breakthrough technologies with significant opportunities for broad industry adoption through licensing. We believe that we have created a compelling company for inventors and innovators who are able to work within a business model and platform that focuses on intellectual property development and licensing to drive strong future growth.

### **Research and Development**

Our ability to compete in the future will be substantially dependent on our ability to develop and patent key innovations that meet the future needs of a dynamic market. To this end, we have assembled a team of highly skilled engineers and scientists whose activities are focused on continually developing new innovations within our chosen technology fields. Using this foundation of patented innovations, our technical teams develop new product solutions that enable increased performance, and greater power efficiency as well as other improvements and benefits. Our solution design and development process is a multi-disciplinary effort requiring expertise in system architecture, digital and analog circuit design and layout, semiconductor process characteristics, packaging, printed circuit board routing, signal integrity, high-speed testing techniques, optical design, thermal management, and system integration.

As of December 31, 2010, we had approximately 240 employees in our engineering departments, representing approximately 62% of our total employees. A significant number of our scientists and engineers spend all or a portion of their time on research and development. For the years ended December 31, 2010, 2009 and 2008, research and development expenses were \$92.7 million, \$67.3 million and \$76.2 million, respectively, including stock-based compensation of approximately \$10.2 million, \$9.7 million and \$13.5 million, respectively. Since innovation is critical to our future success, we expect to continue to invest substantial funds in research and development activities. In addition, because our license and support agreements often call for us to provide engineering support, a portion of our total engineering costs are allocated to the cost of contract revenue.

## Competition

The electronics industry is intensely competitive and has been impacted by price erosion, rapid technological change, short product life cycles, cyclical market patterns and increasing foreign and domestic competition. We face competition from semiconductor and digital electronics products and systems companies, as well as other intellectual property companies, who provide their own technologies, including DDR memory chip interface technology and solutions. In addition, most DRAM manufacturers, including our XDR™ licensees, produce versions of DRAM such as SDR, DDRx and GDDRx SDRAM which compete with XDR™ solutions. Further, there are ongoing efforts to integrate memory and processors such as in system-in-package products. For our patented innovations and technologies for the lighting market, we face competition from system and subsystem providers of display, backlighting and general lighting solutions.

We believe that our principal competition for our technologies may come from our prospective licensees, some of whom are evaluating and developing products based on technologies that they contend or may contend will not require a license from us. Some of our competitors use a system-level design approach similar to ours, including activities such as board and package design, power and signal integrity analysis, and thermal management. Many of these companies are larger and may have better access to financial, technical and other resources than we possess.

To the extent that alternatives might provide comparable system performance at lower than or similar cost to our technologies, or are perceived to require the payment of no or lower royalties, or to the extent other factors influence the industry, our licensees and prospective licensees may adopt and promote alternative technologies. Even to the extent we determine that such alternative technologies infringe our patents, there can be no assurance that we would be able to negotiate agreements that would result in royalties being paid to us without litigation, which could be costly and the results of which would be uncertain. Litigation has been, and may continue to be required to enforce and protect our intellectual property rights, as well as the substantial investments undertaken to research and develop our innovations and technologies.

## Employees

As of December 31, 2010, we had approximately 390 full-time employees. None of our employees are covered by collective bargaining agreements. As noted above, we believe that our future success is dependent on our continued ability to identify, attract, motivate and retain qualified personnel. To date, we believe that we have been successful in recruiting qualified employees and that our relationship with our employees is good.

## Patents and Intellectual Property Protection

We maintain and support an active program to protect our intellectual property, primarily through the filing of patent applications and the defense of issued patents against infringement. As of December 31, 2010, we have approximately 1,180 U.S. and foreign patents on various aspects of our technology, with expiration dates ranging from 2011 to 2029, and we have approximately 850 pending patent applications. These patents and patent applications cover important inventions in memory and logic chip interfaces, optoelectronics and other technologies. Some of the patents and pending patent applications are derived from a common parent patent application or are foreign counterpart patent applications. We have a program to file applications for and obtain patents in the United States and in selected foreign countries where we believe filing for such protection is appropriate. In some instances, obtaining appropriate levels of protection may involve prosecuting continuation and counterpart patent applications based on a common parent application. In addition, we attempt to protect our trade secrets and other proprietary information through agreements with current and prospective licensees, and confidentiality agreements with employees and consultants and other security measures. We also rely on trademarks and trade secret laws to protect our intellectual property.

## Business Segment Data, Customers and Our Foreign Operations

Prior to 2010, Rambus operated in a single industry segment, the design, development and licensing of memory and logic interfaces, lighting and optoelectronics, and other technologies. In 2010, the Company reorganized, and as a result, at the end of the fourth quarter of 2010, Rambus has two business groups: SBG which focuses on the design, development and licensing of semiconductor technology, and NBG which focuses on the design, development and licensing of lighting and display technologies, mobile and other technologies.



Information concerning revenue, results of operations and revenue by geographic area is set forth in Item 6, “Selected Financial Data,” in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and in Note 13, “Business Segments and Major Customers,” of Notes to Consolidated Financial Statements of this Form 10-K, all of which are incorporated herein by reference. Information concerning identifiable assets is also set forth in Note 13, “Business Segments and Major Customers,” of Notes to Consolidated Financial Statements of this Form 10-K. Information on customers that comprise 10% or more of our consolidated revenue and risks attendant to our foreign operations is set forth below in Item 1A, “Risk Factors.”

### Our Executive Officers

Information regarding our executive officers and their ages and positions as of February 25, 2011, is contained in the table below. Our executive officers are appointed by, and serve at the discretion of, our Board of Directors. There is no family relationship between any of our executive officers.

<u>Name</u>	<u>Age</u>	<u>Position and Business Experience</u>
Sharon E. Holt . . . . .	46	Senior Vice President, GM, Semiconductor Business Group. Ms. Holt has served in her current position (formerly titled Senior Vice President, Licensing and Marketing and Senior Vice President, Worldwide Sales, Licensing and Marketing) since joining us in August 2004. From November 1999 to July 2004, Ms. Holt held various positions at Agilent Technologies, Inc., an electronics instruments and controls company, most recently as vice president and general manager, Americas Field Operations, Semiconductor Products Group. Prior to Agilent Technologies, Inc., Ms. Holt held various engineering, marketing, and sales management positions at Hewlett-Packard Company, a hardware manufacturer. Ms. Holt holds a B.S. in Electrical Engineering, with a minor in Mathematics, from the Virginia Polytechnic Institute and State University.
Harold Hughes . . . . .	65	Chief Executive Officer and President. Mr. Hughes has served as our chief executive officer and president since January 2005 and as a director since June 2003. He served as a United States Army Officer from 1969 to 1972 before starting his private sector career with Intel Corporation. Mr. Hughes held a variety of positions within Intel Corporation from 1974 to 1997, including treasurer, vice president of Intel Capital, chief financial officer, and vice president of Planning and Logistics. Following his tenure at Intel, Mr. Hughes was the chairman and chief executive officer of Pandesic, LLC. He holds a B.A. from the University of Wisconsin and an M.B.A. from the University of Michigan. He also serves as a director of Berkeley Technology, Ltd.
Thomas Lavelle . . . . .	60	Senior Vice President and General Counsel. Mr. Lavelle has served in his current position since December 2006. Previous to that, Mr. Lavelle served as vice president and general counsel at Xilinx, one of the world’s leading suppliers of programmable chips. Mr. Lavelle joined Xilinx in 1999 after spending more than 15 years at Intel Corporation where he held various positions in the legal department. Mr. Lavelle earned a J.D. from Santa Clara University School of Law and a B.A. from the University of California at Los Angeles.

<u>Name</u>	<u>Age</u>	<u>Position and Business Experience</u>
Satish Rishi . . . . .	51	Senior Vice President, Finance and Chief Financial Officer. Mr. Rishi joined us in his current position in April 2006. Prior to joining us, Mr. Rishi held the position of executive vice president of Finance and chief financial officer of Toppan Photomasks, Inc., (formerly DuPont Photomasks, Inc.) one of the world's leading photomask providers, from November 2001 to April 2006. During his 25-year career, Mr. Rishi has held senior financial management positions at semiconductor and electronic manufacturing companies. He served as vice president and assistant treasurer at Dell Inc. Prior to Dell, Mr. Rishi spent 13 years at Intel Corporation, where he held financial management positions both in the United States and overseas, including assistant treasurer. Mr. Rishi holds a B.S. with honors in Mechanical Engineering from Delhi University in Delhi, India and an M.B.A. from the University of California at Berkeley's Haas School of Business. He also serves as a director of Measurement Specialties, Inc.
Michael Schroeder . . . . .	51	Senior Vice President, Human Resources. Mr. Schroeder has served as our Senior Vice President, Human Resources since January 2011 and as our Vice President, Human Resources since joining us in June 2004. From April 2003 to May 2004, Mr. Schroeder was vice president, Human Resources at DigitalThink, Inc., an online service company. From August 2000 to August 2002, Mr. Schroeder served as vice president, Human Resources at Alphablox Corporation, a software company. From August 1992 to August 2000, Mr. Schroeder held various positions at Synopsys, Inc., a software and programming company, including vice president, California Site Human Resources, group director Human Resources, director Human Resources and employment manager. Mr. Schroeder attended the University of Wisconsin, Milwaukee and studied Russian.
Martin Scott, Ph.D. . . . .	55	Senior Vice President, GM, New Business Group. Dr. Scott has served in his current position (formerly titled Senior Vice President, Research and Technology Development) since December 2006. Dr. Scott joined us from PMC-Sierra, Inc., a provider of broadband communications and storage integrated circuits, where he was most recently vice president and general manager of its Microprocessor Products Division from March 2006. Dr. Scott was the vice president and general manager for the I/O Solutions Division (which was purchased by PMC-Sierra) of Avago Technologies Limited, an analog and mixed signal semiconductor components and subsystem company, from October 2005 to March 2006. Dr. Scott held various positions at Agilent Technologies, including as vice president and general manager for the I/O Solutions division from October 2004 to October 2005, when the division was purchased by Avago Technologies, vice president and general manager of the ASSP Division from March 2002 until October 2004, and, before that, Network Products operation manager. Dr. Scott started his career in 1981 as a member of the technical staff at Hewlett Packard Laboratories and held various management positions at Hewlett Packard and was appointed ASIC business unit manager in 1998. He earned a B.S. from Rice University and holds both an M.S. and Ph.D. from Stanford University.

Form 10-K

## Item 1A. Risk Factors

### RISK FACTORS

Because of the following factors, as well as other variables affecting our operating results, past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods. See also “Special Note Regarding Forward-Looking Statements” elsewhere in this report.

#### Risks Associated With Our Business, Industry and Market Conditions

*If market leaders do not adopt our innovations, our results of operations could decline.*

An important part of our strategy is to penetrate our target market segments by working with leaders in those market segments. This strategy is designed to encourage other participants in those segments to follow such leaders in adopting our innovations. If a high profile industry participant adopts our innovations but fails to achieve success with its products or adopts and achieves success with a competing technology, our reputation and sales could be adversely affected. For example, if our commercial relationships with Samsung do not achieve success, our reputation could be adversely affected given the market position of Samsung as a leading memory manufacturer. In addition, some industry participants have adopted, and others may in the future adopt, a strategy of disparaging our memory solutions adopted by their competitors or a strategy of otherwise undermining the market adoption of our solutions.

We target system companies to adopt our chip interface technologies, particularly those that develop and market high volume business and consumer products, which were traditionally focused on PCs, including PC graphics processors, and video game consoles, and now include HDTVs, cellular and digital phones, personal digital assistants (“PDAs”), digital cameras and other consumer electronics that incorporate all varieties of memory and chip interfaces. In particular, our strategy includes gaining acceptance of our technology in high volume consumer applications, including video game consoles, such as the Sony PlayStation®3, HDTVs and set top boxes. As we diversify our technologies, such as through the establishment of our LDT group, we will seek out other target markets in and related to computing, gaming and graphics, consumer electronics, mobile and general lighting applications. We are subject to many risks beyond our control that influence whether or not a potential licensee or partner company will adopt our technologies, including, among others:

- competition faced by a company in its particular industry;
- the timely introduction and market acceptance of a company’s products;
- the engineering, sales and marketing and management capabilities of a company;
- technical challenges unrelated to our innovations faced by a company in developing its products;
- the financial and other resources of a company;
- the supply of semiconductors from our memory and chip interface licensees in sufficient quantities and at commercially attractive prices;
- the ability to establish the prices at which the chips containing our chip interfaces are made available to system companies; and
- the degree to which our licensees promote our innovations to their customers.

There can be no assurance that consumer products that currently use our technology will continue to do so, nor can there be any assurance that the consumer products that incorporate our technology will be successful in their markets in order to generate expected royalties, nor can there be any assurance that any of our technologies selected for licensing will be implemented in a commercially developed or distributed product. If any of these events occur and market leaders do not successfully adopt our technologies, our strategy may not be successful and, as a result, our results of operations could decline.

*We have traditionally operated in an industry that is highly cyclical and in which the number of our potential customers may be in decline as a result of industry consolidation, and we face intense competition in all of our target markets that may cause our results of operations to suffer.*

The semiconductor industry is intensely competitive and has been impacted by price erosion, rapid technological change, short product life cycles, cyclical market patterns and increasing foreign and domestic competition. As the semiconductor industry is highly cyclical, significant economic downturns characterized by diminished demand, erosion of average selling prices, production overcapacity and production capacity constraints could affect the semiconductor industry. We have just emerged from such a period of economic downturn. As a result, we may achieve a reduced number of licenses, tightening of customers' operating budgets, difficulty or inability of our customers to pay our licensing fees, extensions of the approval process for new licenses and consolidation among our customers, all of which may adversely affect the demand for our technology and may cause us to experience substantial period-to-period fluctuations in our operating results.

Many of our customers operate in industries that have experienced significant declines as a result of the recent economic downturn. In particular, DRAM manufacturers, which make up a majority of our existing and potential licensees, have suffered material losses and other adverse effects to their businesses. These factors may result in industry consolidation as companies seek to reduce costs and improve profitability through business combinations. Consolidation among our existing DRAM and other customers may result in loss of revenues under existing license agreements. Consolidation among companies in the DRAM and other industries within which we license our technology may reduce the number of future licensees for our products and services. In either case, consolidation in the DRAM and other industries in which we operate may negatively impact our short-term and long-term business prospects, licensing revenues and results of operations.

We face competition from semiconductor and intellectual property companies who provide their own DDR memory chip interface technology and solutions. In addition, most DRAM manufacturers, including our XDR™ licensees, produce versions of DRAM such as SDR, DDRx, GDDRx SDRAM and LPDDRx which compete with XDR™ chips. We believe that our principal competition for memory chip interfaces may come from our licensees and prospective licensees, some of which are evaluating and developing products based on technologies that they contend or may contend will not require a license from us. In addition, our competitors are also taking a system approach similar to ours in seeking to solve the application needs of system companies. Many of these companies are larger and may have better access to financial, technical and other resources than we possess. Wider applications of other developing memory technologies, including FLASH memory, may also pose competition to our licensed memory solutions.

JEDEC has standardized what it calls extensions of DDR, known as DDR2 and DDR3. Other efforts are underway to create other products including those sometimes referred to as GDDR4 and GDDR5, as well as new ways to integrate products such as system-in-package DRAM. To the extent that these alternatives might provide comparable system performance at lower or similar cost than XDR™ memory chips, or are perceived to require the payment of no or lower royalties, or to the extent other factors influence the industry, our licensees and prospective licensees may adopt and promote alternative technologies. Even to the extent we determine that such alternative technologies infringe our patents, there can be no assurance that we would be able to negotiate agreements that would result in royalties being paid to us without litigation, which could be costly and the results of which would be uncertain.

The display industry is intensely competitive and is impacted by rapid technological change, shifting government mandates, cyclical market patterns and increasing foreign and domestic competition. In particular, our LDT group faces competition from system and subsystem providers of backlighting and general lighting solutions, some of which have substantial resources and operations.

If for any of these reasons we cannot effectively compete in these primary market segments, our results of operations could suffer.

***If our NBG does not succeed, our results of operations may be adversely affected.***

The future success of our NBG, which includes our LDT group, depends on our ability to develop new or emerging licensing opportunities, diversify our business into lighting and displays, mobile communications and additional semiconductor technologies, and, specifically for our LDT group, improve the visual capabilities, form factor, power efficiency and cost-effectiveness of backlighting of LCD displays in products for computing, gaming and graphics, consumer electronics, mobile and general lighting applications.

We will need to keep pace with rapid changes in advanced lighting and optoelectronics technology, changing consumer requirements, new product introductions and evolving industry standards, any of which could render our existing technology obsolete if we fail to respond in a timely manner. The extent to which companies in the general lighting industry adopt solid state lighting and license our lighting technologies, and the timing of such adoption and licensing, if it occurs at all, is subject to many factors beyond our control and is not predictable by us. We are subject to many risks beyond our control that influence whether or not a potential licensee or partner company will adopt and license our lighting technologies.

The development, application and licensing of new backlit lighting technologies is a complex process subject to a number of uncertainties, including the integration of our LDT group into the rest of our company and the limited resources of the LDT group. Our competitors have significant marketing, workforce, financial and other resources and longer operating history which could make acceptance of our lighting technologies more difficult. If others develop innovative proprietary lighting technology that is superior to ours or if we fail to accurately anticipate technology and market trends, respond on a timely basis with our own new enhancements and technology, and achieve broad market acceptance of these enhancements and technology, our competitive position may be harmed and our operating results may be adversely affected.

***In order to grow, we may have to invest more resources in research and development than anticipated, which could increase our operating expenses and negatively impact our operating results.***

If new competitors, technological advances by existing competitors, our entry into new markets, and/or development of new technologies or other competitive factors require us to invest significantly greater resources than anticipated in our research and development efforts, our operating expenses would increase. For the years ended December 31, 2010, 2009 and 2008, research and development expenses were \$92.7 million, \$67.3 million and \$76.2 million, respectively, including stock-compensation of approximately \$10.2 million, \$9.7 million and \$13.5 million, respectively. If we are required to invest significantly greater resources than anticipated in research and development efforts without an increase in revenue, especially with respect to our LDT group and any other new technologies that we pursue outside of our core memory and chip interface technologies, our operating results could decline. Research and development expenses are likely to fluctuate from time to time to the extent we make periodic incremental investments in research and development, including as a result of our investment in new technologies, and these investments may be independent of our level of revenue. In order to grow, which may include entering new markets and/or developing new technologies, we anticipate that we will continue to devote substantial resources to research and development. We expect these expenses to increase in absolute dollars in the foreseeable future due to the increased complexity and the greater number of products under development as well as selectively hiring additional employees.

***Our revenue is concentrated in a few customers, and if we lose any of these customers, our revenue may decrease substantially.***

We have a high degree of revenue concentration. As a result of our settlement with Samsung, Samsung accounted for a significant portion of our ongoing licensing revenue in 2010. Our top five licensees represented approximately 85%, 77% and 67% of our revenue for the years ended December 31, 2010, 2009 and 2008, respectively. For the year ended December 31, 2010, revenue from Elpida and Samsung accounted for 10% or more of our total revenue. For the year ended December 31, 2009, revenue from AMD, Fujitsu, NEC, Panasonic and Toshiba, each accounted for 10% or more of our total revenue. For the year ended December 31, 2008, revenue from AMD, Elpida, Fujitsu, NEC, Panasonic and Sony, each accounted for 10% or more of our total revenue. We expect to continue to experience significant revenue concentration for the foreseeable future.



In addition, some of our commercial agreements require us to provide certain customers with the lowest royalty rate that we provide to other customers for similar technologies, volumes and schedules. These clauses may limit our ability to effectively price differently among our customers, to respond quickly to market forces, or otherwise to compete on the basis of price. The particular licensees which account for revenue concentration have varied from period to period as a result of the addition of new contracts, expiration of existing contracts, renewal of existing contracts, industry consolidation, including the combination in 2010 of NEC and Renesas, the expiration of deferred revenue schedules under existing contracts, and the volumes and prices at which the licensees have recently sold licensed semiconductors to system companies. These variations are expected to continue in the foreseeable future, although we anticipate that revenue will continue to be concentrated in a limited number of licensees.

We are in negotiations with licensees and prospective licensees to reach patent license agreements for DRAM devices and DRAM controllers. We expect that patent license royalties will continue to vary from period to period based on our success in renewing existing license agreements and adding new licensees, as well as the level of variation in our licensees' reported shipment volumes, sales price and mix, offset in part by the proportion of licensee payments that are fixed. However, we cannot provide any assurance that we will reach agreement on renewal terms or that the royalty rates we will be entitled to receive under the new agreements will be as favorable to us as our current agreements. If we are unsuccessful in renewing any of these patent license agreements, our results of operations may decline significantly.

***If we cannot respond to rapid technological change in our target markets by developing new innovations in a timely and cost-effective manner, our operating results will suffer.***

We derive most of our revenue from our chip interface technologies that we have patented. We expect that this dependence on our fundamental technology will continue for the foreseeable future. The semiconductor industry is characterized by rapid technological change, with new generations of semiconductors being introduced periodically and with ongoing improvements. The introduction or market acceptance of competing chip interfaces that render our chip interfaces less desirable or obsolete would have a rapid and material adverse effect on our business, results of operations and financial condition. The announcement of new chip interfaces by us could cause licensees or system companies to delay or defer entering into arrangements for the use of our current chip interfaces, which could have a material adverse effect on our business, financial condition and results of operations. We are dependent on the semiconductor industry to develop test solutions that are adequate to test our chip interfaces and to supply such test solutions to our customers and us.

Our continued success depends on our ability to introduce and patent enhancements and new generations of our chip interface technologies that keep pace with other changes in the semiconductor industry and which achieve rapid market acceptance. We must continually devote significant engineering resources to addressing the ever increasing need for higher speed chip interfaces associated with increases in the speed of microprocessors and other controllers. The technical innovations that are required for us to be successful are inherently complex and require long development cycles, and there can be no assurance that our development efforts will ultimately be successful. In addition, these innovations must be:

- completed before changes in the semiconductor industry render them obsolete;
- available when system companies require these innovations; and
- sufficiently compelling to cause semiconductor manufacturers to enter into licensing arrangements with us for these new technologies.

Significant technological innovations generally require a substantial investment before their commercial viability can be determined, and this concept applies to all of our target markets. There can be no assurance that we have accurately estimated the amount of resources required to complete our innovation efforts, or that we will have, or be able to expend, sufficient resources required for the development of our innovations. In addition, there is market risk associated with these products for which we develop technological innovations, and there can be no assurance that unit volumes, and their associated royalties, will occur. If our technology fails to capture or maintain a portion of the high volume target consumer market, our business results could suffer.

***Some of our revenue is subject to the pricing policies of our licensees over whom we have no control.***

We have no control over our licensees' pricing of their products and there can be no assurance that licensee products using or containing our chip interfaces will be competitively priced or will sell in significant volumes. One important requirement for our memory chip interfaces is for any premium charged by our licensees in the price of memory and controller chips over alternatives to be reasonable in comparison to the perceived benefits of the chip interfaces. If the benefits of our technology do not match the price premium charged by our licensees, the resulting decline in sales of products incorporating our technology could harm our operating results.

***Our licensing cycle is lengthy and costly and our marketing and licensing efforts may be unsuccessful.***

The process of persuading customers to adopt and license our chip interface and other technologies can be lengthy and, even if successful, there can be no assurance that our technologies will be used in a product that is ultimately brought to market, achieves commercial acceptance, or results in significant royalties to us. We generally incur significant marketing and sales expenses prior to entering into our license agreements, generating a license fee and establishing a royalty stream from each licensee. The length of time it takes to establish a new licensing relationship can take many months or even years. In addition, our ongoing intellectual property litigation and regulatory actions have and will likely continue to have an impact on our ability to enter into new licenses and renewals of licenses. As such, we may incur costs in any particular period before any associated revenue stream begins, if at all. If our marketing and sales efforts are very lengthy or unsuccessful, then we may face a material adverse effect on our business and results of operations as a result of delay or failure to obtain royalties.

***Future revenue is difficult to predict for several reasons, and our failure to predict revenue accurately may cause us to miss analysts' estimates and result in our stock price declining.***

Our lengthy and costly license negotiation cycle and our ongoing intellectual property litigation make our future revenue difficult to predict because we may not be successful in entering into licenses with our customers on our estimated timelines and we are reliant on the litigation timelines for any results or settlements, such as our January 2010 settlement with Samsung.

While some of our license agreements provide for fixed, quarterly royalty payments, many of our license agreements provide for volume-based royalties, and may also be subject to caps on royalties in a given period. The sales volume and prices of our licensees' products in any given period can be difficult to predict. As a result, our actual results may differ substantially from analyst estimates or our forecasts in any given quarter.

In addition, a portion of our revenue comes from development and support services provided to our licensees. Depending upon the nature of the services, a portion of the related revenue may be recognized ratably over the support period, or may be recognized according to contract accounting. Contract revenue accounting may result in deferral of the service fees to the completion of the contract, or may be recognized over the period in which services are performed on a percentage-of-completion basis. There can be no assurance that the product development schedule for these projects will not be changed or delayed. All of these factors make it difficult to predict future licensing revenue and may result in our missing previously announced earnings guidance or analysts' estimates which would likely cause our stock price to decline.

***Our quarterly and annual operating results are unpredictable and fluctuate, which may cause our stock price to be volatile and decline.***

Since many of our revenue components fluctuate and are difficult to predict, and our expenses are largely independent of revenue in any particular period, it is difficult for us to accurately forecast revenue and profitability. Factors other than those set forth above, which are beyond our ability to control or assess in advance, that could cause our operating results to fluctuate include:

- semiconductor and system companies' acceptance of our chip interface products;
- the success of high volume consumer applications;

- the dependence of our royalties upon fluctuating sales volumes and prices of licensed chips that include our technology;
- the seasonal shipment patterns of systems incorporating our chip interface products;
- the loss of any strategic relationships with system companies or licensees;
- semiconductor or system companies discontinuing major products incorporating our chip interfaces;
- the unpredictability of litigation results or settlements and the timing and amount of any litigation expenses;
- changes in our customers' development schedules and levels of expenditure on research and development;
- our licensees terminating or failing to make payments under their current contracts or seeking to modify such contracts, whether voluntarily or as a result of financial difficulties;
- the results of our efforts to expand into new target markets, such as with our LDT group;
- changes in our strategies, including changes in our licensing focus and/or acquisitions of companies with business models or target markets different from our own; and
- changes in the economy and credit market and their effects upon demand for our technology and the products of our licensees.

We believe that royalties will continue to represent a majority of total revenue for the foreseeable future. For the years ended December 31, 2010, 2009 and 2008, royalties accounted for 99%, 96% and 89%, respectively, of our total revenue. Royalties are generally recognized in the quarter in which we receive a report from a licensee regarding the sale of licensed chips in the prior quarter; however, royalties are recognized only if collectability is assured. As a result of these uncertainties and effects being outside of our control, royalty revenue is difficult to predict and makes it difficult to develop accurate financial forecasts, which could cause our stock price to become volatile and decline.

***A substantial portion of our revenue is derived from sources outside of the United States and this revenue and our business generally are subject to risks related to international operations that are often beyond our control.***

For the years ended December 31, 2010, 2009 and 2008, revenue received from our international customers constituted approximately 93%, 83% and 84% of our total revenue, respectively. As a result of our continued focus on international markets, we expect that future revenue derived from international sources will continue to represent a significant portion of our total revenue.

To date, all of the revenue from international licensees has been denominated in U.S. dollars. However, to the extent that such licensees' sales to systems companies are not denominated in U.S. dollars, any royalties which are based as a percentage of the customer's sales that we receive as a result of such sales could be subject to fluctuations in currency exchange rates. In addition, if the effective price of licensed semiconductors sold by our foreign licensees were to increase as a result of fluctuations in the exchange rate of the relevant currencies, demand for licensed semiconductors could fall, which in turn would reduce our royalties. We do not use financial instruments to hedge foreign exchange rate risk.

We currently have international design operations in India and business development operations in Japan, Korea, Taiwan and Germany. Our international operations and revenue are subject to a variety of risks which are beyond our control, including:

- export controls, tariffs, import and licensing restrictions and other trade barriers;
- profits, if any, earned abroad being subject to local tax laws and not being repatriated to the United States or, if repatriation is possible, limited in amount;
- treatment of revenue from international sources and changes to tax codes, including being subject to foreign tax laws and being liable for paying withholding, income or other taxes in foreign jurisdictions, such as withholding taxes in Korea;

- foreign government regulations and changes in these regulations;
- social, political and economic instability;
- lack of protection of our intellectual property and other contract rights by jurisdictions in which we may do business to the same extent as the laws of the United States;
- changes in diplomatic and trade relationships;
- cultural differences in the conduct of business both with licensees and in conducting business in our international facilities and international sales offices;
- operating centers outside the United States;
- hiring, maintaining and managing a workforce remotely and under various legal systems; and
- geo-political issues.

We and our licensees are subject to many of the risks described above with respect to companies which are located in different countries, particularly home video game console, PC and other consumer electronics manufacturers located in Asia and elsewhere. There can be no assurance that one or more of the risks associated with our international operations could not result in a material adverse effect on our business, financial condition or results of operations.

***We have in the past and may in the future make acquisitions or enter into mergers, strategic transactions or other arrangements that could cause our business to suffer.***

As part of our strategic initiatives, we have completed a number of acquisitions in 2009 and 2010, currently are evaluating, and expect to continue to engage in, investments in or acquisitions of companies, products, patents or technologies, and the entry into strategic transactions or other arrangements. These acquisitions, investments, transactions or arrangements are likely to range in size, some of which may be significant. After completing our acquisitions, we may experience difficulty integrating that company's or division's personnel and operations, which could negatively affect our operating results. In addition:

- the key personnel of the acquired entity or business may decide not to work for us or may not perform according to our expectations;
- we may experience additional legal, financial and accounting challenges and complexities in areas such as licensing, tax planning, cash management and financial reporting;
- our ongoing business, including our operations, technology development and deliveries to our customers, may be disrupted or receive insufficient management attention, and employee retention and productivity could also suffer;
- we may not be able to recognize the financial benefits we anticipated and/or we may suffer losses, both with respect to our ongoing business and the acquired entity or business;
- our increasing international presence resulting from acquisitions may increase our exposure to international currency, tax and political risks; and
- our lack of experience in new markets, products or technologies may cause us to fail to recognize the forecasted financial and strategic benefits of the acquisition.

In connection with our strategic initiatives related to future acquisitions or mergers, strategic transactions or other arrangements, we may incur substantial expenses regardless of whether any transactions occur. Further, the risks described above may be exacerbated as a result of managing multiple acquisitions simultaneously. In addition, we may be required to assume the liabilities of the companies or related to the businesses we acquire. The assumption of such liabilities may include those related to intellectual property infringement or indemnification of customers of acquired businesses for similar claims, which could materially and adversely affect our business. We may have to incur debt or issue equity securities to pay for any future acquisition, the issuance of which could involve restrictive covenants or be dilutive to our existing stockholders.

***Weak global economic conditions may adversely affect demand for the products and services of our licensees.***

Our operations and performance depend significantly on worldwide economic conditions, and the U.S. and world economies are emerging from a prolonged period of weak economic conditions. Uncertainty about global economic conditions poses a risk as consumers and businesses may postpone spending in response to tighter credit, negative financial news and declines in income or asset values, which could have a material negative effect on the demand for the products of our licensees in the foreseeable future. Other factors that could influence demand include continuing increases in fuel and energy costs, competitive pressures, including pricing pressures, from companies that have competing products, changes in the credit market, conditions in the residential real estate and mortgage markets, consumer confidence, and other macroeconomic factors affecting consumer spending behavior. If our licensees experience reduced demand for their products as a result of economic conditions or otherwise, our business and results of operations could be harmed.

***If our counterparties are unable to fulfill their financial and other obligations to us, our business and results of operations may be affected adversely.***

Any downturn in economic conditions or other business factors could threaten the financial health of our counterparties, including companies with whom we have entered into licensing arrangements, settlement agreements, or that have been subject to litigation judgments that provide for payments to us, and their ability to fulfill their financial and other obligations to us. Such financial pressures on our counterparties may eventually lead to bankruptcy proceedings or other attempts to avoid financial obligations that are due to us under licenses, settlement agreements or litigation judgments. Because bankruptcy courts have the power to modify or cancel contracts of the petitioner which remain subject to future performance and alter or discharge payment obligations related to pre-petition debts, we may receive less than all of the payments that we would otherwise be entitled to receive from any such counterparty as a result of a bankruptcy proceedings. For example, in 2009, two of our counterparties, Qimonda and Spansion, were subject to insolvency proceedings in their applicable jurisdictions as a result of a downturn in business which led to lower than anticipated or no payment to us. If we are unable to collect all of such payments owed to us, or if other of our counterparties enter into bankruptcy or otherwise seek to renegotiate their financial obligations to us as a result of the deterioration of their financial health, our business and results of operations may be affected adversely.

***Our business and operating results may be harmed if we undertake any restructuring activities or if we are unable to manage growth in our business.***

From time to time, we may undertake to restructure our business. There are several factors that could cause a restructuring to have an adverse effect on our business, financial condition and results of operations. These include potential disruption of our operations, the development of our technology, the deliveries to our customers and other aspects of our business. Employee morale and productivity could also suffer and we may lose employees whom we want to keep. Loss of sales, service and engineering talent, in particular, could damage our business. Any restructuring would require substantial management time and attention and may divert management from other important work. Employee reductions or other restructuring activities also cause us to incur restructuring and related expenses such as severance expenses. Moreover, we could encounter delays in executing any restructuring plans, which could cause further disruption and additional unanticipated expense.

Our business historically experienced periods of rapid growth that placed significant demands on our managerial, operational and financial resources. In the event that we return to such a period of growth, whether through internal expansion or acquisitions of other businesses or technologies, we would need to improve and expand our management, operational and financial systems and controls. We also would need to expand, train and manage our employee base. We cannot assure you that in connection with any such growth we will be able to timely and effectively meet demand and maintain the quality standards required by our existing and potential customers and licensees. If we ineffectively manage our growth or we are unsuccessful in recruiting and retaining personnel, our business and operating results will be harmed.



***Unanticipated changes in our tax rates or in the tax laws and regulations could expose us to additional income tax liabilities which could affect our operating results and financial condition.***

We are subject to income taxes in both the United States and various foreign jurisdictions. Significant judgment is required in determining our worldwide provision (or benefit) for income taxes and, in the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. Our effective tax rate could be adversely affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in tax laws and regulations as well as other factors. Our tax determinations are regularly subject to audit by tax authorities and developments in those audits could adversely affect our income tax provision. Although we believe that our tax estimates are reasonable, the final determination of tax audits or tax disputes may be different from what is reflected in our historical income tax provisions which could affect our operating results.

***Our results of operations could vary as a result of the methods, estimates and judgments we use in applying our accounting policies.***

The methods, estimates and judgments we use in applying our accounting policies have a significant impact on our results of operations, including the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities, as described elsewhere in this report. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, investments, income taxes, litigation, goodwill and intangibles, and other contingencies. Such methods, estimates, and judgments are, by their nature, subject to substantial risks, uncertainties, and assumptions, and factors may arise over time that lead us to change our methods, estimates, and judgments. In addition, actual results may differ from these estimates under different assumptions or conditions.

Changes in those methods, estimates, and judgments could significantly affect our results of operations. In particular, the measurement of share-based compensation expense requires us to use valuation methodologies and a number of assumptions, estimates, and conclusions regarding matters such as expected forfeitures, expected volatility of our share price, and the exercise behavior of our employees. Changes in these factors may affect both our reported results (including cost of contract revenue, research and development expenses, marketing, general and administrative expenses and our effective tax rate) and any forward-looking projections we make that incorporate projections of share-based compensation expense. Furthermore, there are no means, under applicable accounting principles, to compare and adjust our reported expense if and when we learn about additional information that may affect the estimates that we previously made, with the exception of changes in expected forfeitures of share-based awards. Factors may arise that lead us to change our estimates and assumptions with respect to future share-based compensation arrangements, resulting in variability in our share-based compensation expense over time.

***If we are unable to attract and retain qualified personnel, our business and operations could suffer.***

Our success is dependent upon our ability to identify, attract, compensate, motivate and retain qualified personnel, especially engineers, who can enhance our existing technologies and introduce new technologies. Competition for qualified personnel, particularly those with significant industry experience, is intense, in particular in the San Francisco Bay Area where we are headquartered and in the area of Bangalore, India where we have a design center. We are also dependent upon our senior management personnel. The loss of the services of any of our senior management personnel, or key sales personnel in critical markets, or critical members of staff, or of a significant number of our engineers could be disruptive to our development efforts or business relationships and could cause our business and operations to suffer.

***Our operations are subject to risks of natural disasters, acts of war, terrorism or widespread illness at our domestic and international locations, any one of which could result in a business stoppage and negatively affect our operating results.***

Our business operations depend on our ability to maintain and protect our facility, computer systems and personnel, which are primarily located in the San Francisco Bay Area. The San Francisco Bay Area is in close proximity to known earthquake fault zones. Our facility and transportation for our employees are susceptible to

damage from earthquakes and other natural disasters such as fires, floods and similar events. Should an earthquake or other catastrophes, such as fires, floods, power loss, communication failure or similar events disable our facilities, we do not have readily available alternative facilities from which we could conduct our business, which stoppage could have a negative effect on our operating results. Acts of terrorism, widespread illness and war could also have a negative effect at our international and domestic facilities.

### **Risks Related to Corporate Governance and Capitalization Matters**

***The price of our common stock may fluctuate significantly, which may make it difficult for holders to resell their shares when desired or at attractive prices.***

Our common stock is listed on The NASDAQ Global Select Market under the symbol “RMBS.” The trading price of our common stock has been subject to wide fluctuations which we expect to continue in the future in response to, among other things, the following:

- new litigation or developments in current litigation, including an unfavorable outcome to us from court proceedings relating to our ongoing litigation and reaction to any settlements that we enter into with former litigants;
- any progress, or lack of progress, real or perceived, in the development of products that incorporate our innovations;
- our signing or not signing new licensees;
- announcements of our technological innovations or new products by us, our licensees or our competitors;
- positive or negative reports by securities analysts as to our expected financial results;
- developments with respect to patents or proprietary rights and other events or factors;
- trading activity related to our share repurchase plans; and
- issuance of additional securities by us, such as our issuance of approximately 9.6 million shares of common stock to Samsung in connection with our settlement agreement in January 2010.

In addition, the stock market in general, and prices for companies in our industry in particular, have experienced extreme volatility that often has been unrelated to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the price of our common stock, regardless of our operating performance. Because our outstanding senior convertible notes are convertible into shares of our common stock, volatility or depressed prices of our common stock could have a similar effect on the trading price of our notes. In addition, the existence of the notes may encourage short selling in our common stock by market participants because the conversion of the notes could depress the price of our common stock. Sales of substantial amounts of shares of our common stock in the public market, or the perception that those sales may occur, could cause the market price of our common stock to decline. In addition, lack of positive performance in our stock price may adversely affect our ability to retain key employees.

***We have been party to, and may in the future be subject to, lawsuits relating to securities law matters which may result in unfavorable outcomes and significant judgments, settlements and legal expenses which could cause our business, financial condition and results of operations to suffer.***

In connection with our stock option investigation, we and certain of our current and former officers and directors, as well as our current auditors, were subject to several stockholder derivative actions, securities fraud class actions and/or individual lawsuits filed in federal court against us and certain of our current and former officers and directors. The complaints generally allege that the defendants violated the federal and state securities laws and state law claims for fraud and breach of fiduciary duty. While we have settled the derivative and securities fraud class actions, the individual lawsuits continue to be adjudicated. For more information about the historic litigation described above, see Note 15, “Litigation and Asserted Claims,” of Notes to Consolidated Financial Statements of this Form 10-K. The amount of time to resolve these current and any future lawsuits is uncertain, and these matters could require significant management and financial resources which could otherwise be devoted to the operation of

our business. Although we have expensed or accrued for certain liabilities that we believe will result from certain of these actions, the actual costs and expenses to defend and satisfy all of these lawsuits and any potential future litigation may exceed our current estimated accruals, possibly significantly. Unfavorable outcomes and significant judgments, settlements and legal expenses in litigation related to our past and any future securities law claims could have material adverse impacts on our business, financial condition, results of operations, cash flows and the trading price of our common stock.

***We are leveraged financially, which could adversely affect our ability to adjust our business to respond to competitive pressures and to obtain sufficient funds to satisfy our future research and development needs, to protect and enforce our intellectual property and other needs.***

We have indebtedness. In 2009, we issued \$172.5 million aggregate principal amount of our 5% convertible senior notes due 2014 (the “2014 Notes”). The degree to which we are leveraged could have important consequences, including, but not limited to, the following:

- our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, litigation, general corporate or other purposes may be limited;
- a substantial portion of our cash flows from operations in the future will be dedicated to the payment of the principal of our indebtedness as we are required to pay the principal amount of our 2014 Notes in cash upon conversion if specified conditions are met or when due;
- if upon any conversion of our 2014 Notes we are required to satisfy our conversion obligation with shares of our common stock or we are required to pay a “make-whole” premium with shares of our common stock, our existing stockholders’ interest in us would be diluted; and
- we may be more vulnerable to economic downturns, less able to withstand competitive pressures and less flexible in responding to changing business and economic conditions.

A failure to comply with the covenants and other provisions of our debt instruments could result in events of default under such instruments, which could permit acceleration of all of our notes. Any required repayment of our notes as a result of a fundamental change or other acceleration would lower our current cash on hand such that we would not have those funds available for use in our business.

If we are at any time unable to generate sufficient cash flows from operations to service our indebtedness when payment is due, we may be required to attempt to renegotiate the terms of the instruments relating to the indebtedness, seek to refinance all or a portion of the indebtedness or obtain additional financing. There can be no assurance that we will be able to successfully renegotiate such terms, that any such refinancing would be possible or that any additional financing could be obtained on terms that are favorable or acceptable to us. In addition, we may be required to purchase the shares of contingently redeemable common stock for an aggregate purchase price of up to \$100.0 million that may be put back to us by Samsung in 2011, which would reduce our cash resources.

***If securities or industry analysts change their recommendations regarding our stock adversely, our stock price and trading volume could decline.***

The trading market for our common stock is influenced by the research and reports that industry or securities analysts publish about us, our business or our market. If one or more of the analysts who cover us change their recommendation regarding our stock adversely, our stock price would likely decline. If one or more of these analysts ceases coverage of our company or fails to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

***Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses.***

Changing laws, regulations and standards relating to corporate governance and public disclosure, including new Securities and Exchange Commission, regulations and NASDAQ rules, have historically created uncertainty for companies such as ours. Any new or changed laws, regulations and standards are subject to varying

interpretations in many cases due to their lack of specificity, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. Any new investment of resources to comply with evolving laws, regulations and standards, may result in increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities. If our efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, our reputation may be harmed and our business and operations would suffer.

***Our restated certificate of incorporation and bylaws, Delaware law and our outstanding convertible notes contain provisions that could discourage transactions resulting in a change in control, which may negatively affect the market price of our common stock.***

Our restated certificate of incorporation, our bylaws and Delaware law contain provisions that might enable our management to discourage, delay or prevent a change in control. In addition, these provisions could limit the price that investors would be willing to pay in the future for shares of our common stock. Pursuant to such provisions:

- our board of directors is authorized, without prior stockholder approval, to create and issue preferred stock, commonly referred to as “blank check” preferred stock, with rights senior to those of common stock, which means that a new stockholder rights plan could be implemented by our board to replace our old plan that has now expired;
- our board of directors is staggered into two classes, only one of which is elected at each annual meeting;
- stockholder action by written consent is prohibited;
- nominations for election to our board of directors and the submission of matters to be acted upon by stockholders at a meeting are subject to advance notice requirements;
- certain provisions in our bylaws and certificate of incorporation such as notice to stockholders, the ability to call a stockholder meeting, advance notice requirements and action of stockholders by written consent may only be amended with the approval of stockholders holding 66⅔% of our outstanding voting stock;
- our stockholders have no authority to call special meetings of stockholders; and
- our board of directors is expressly authorized to make, alter or repeal our bylaws.

We are also subject to Section 203 of the Delaware General Corporation Law, which provides, subject to enumerated exceptions, that if a person acquires 15% or more of our outstanding voting stock, the person is an “interested stockholder” and may not engage in any “business combination” with us for a period of three years from the time the person acquired 15% or more of our outstanding voting stock.

Certain provisions of our outstanding convertible notes could make it more difficult or more expensive for a third party to acquire us. Upon the occurrence of certain transactions constituting a fundamental change, holders of the notes will have the right, at their option, to require us to repurchase, at a cash repurchase price equal to 100% of the principal amount plus accrued and unpaid interest on the notes, all or a portion of their notes. We may also be required to issue additional shares of our common stock upon conversion of such notes in the event of certain fundamental changes.

### **Litigation, Regulation and Business Risks Related to our Intellectual Property**

***We face current and potential adverse determinations in litigation stemming from our efforts to protect and enforce our patents and intellectual property, which could broadly impact our intellectual property rights, distract our management and cause a substantial decline in our revenue and stock price.***

We seek to diligently protect our intellectual property rights. In connection with the extension of our licensing program to SDR SDRAM-compatible and DDR SDRAM-compatible products, we became involved in litigation related to such efforts against different parties in multiple jurisdictions. In each of these cases, we have claimed

infringement of certain of our patents, while the manufacturers of such products have generally sought damages and a determination that the patents in suit are invalid, unenforceable, and not infringed. Among other things, the opposing parties have alleged that certain of our patents are unenforceable because we engaged in document spoliation, litigation misconduct and/or acted improperly during our 1991 to 1995 participation in the JEDEC standard setting organization (including allegations of antitrust violations and unfair competition). We have also become involved in litigation related to infringement of our patents related to products having certain peripheral interfaces. See Note 15, "Litigation and Asserted Claims," of Notes to Consolidated Financial Statements of this Form 10-K.

There can be no assurance that any or all of the opposing parties will not succeed, either at the trial or appellate level, with such claims or counterclaims against us or that they will not in some other way establish broad defenses against our patents, achieve conflicting results, or otherwise avoid or delay paying royalties for the use of our patented technology. Moreover, there is a risk that if one party prevails against us, other parties could use the adverse result to defeat or limit our claims against them; conversely, there can be no assurance that if we prevail against one party, we will succeed against other parties on similar claims, defenses, or counterclaims. In addition, there is the risk that the pending litigations and other circumstances may cause us to accept less than what we now believe to be fair consideration in settlement.

Any of these matters or any future intellectual property litigation, whether or not determined in our favor or settled by us, is costly, may cause delays (including delays in negotiating licenses with other actual or potential licensees), will tend to discourage future design partners, will tend to impair adoption of our existing technologies and divert the efforts and attention of our management and technical personnel from other business operations. In addition, we may be unsuccessful in our litigation if we have difficulty obtaining the cooperation of former employees and agents who were involved in our business during the relevant periods related to our litigation and are now needed to assist in cases or testify on our behalf. Furthermore, any adverse determination or other resolution in litigation could result in our losing certain rights beyond the rights at issue in a particular case, including, among other things: our being effectively barred from suing others for violating certain or all of our intellectual property rights; our patents being held invalid or unenforceable or not infringed; our being subjected to significant liabilities; our being required to seek licenses from third parties; our being prevented from licensing our patented technology; or our being required to renegotiate with current licensees on a temporary or permanent basis. Even if we are successful in our litigation, or any settlement of such litigation, there is no guarantee that the applicable opposing parties will be able to pay any damages awards timely or at all as a result of financial difficulties or otherwise. Delay or any or all of these adverse results could cause a substantial decline in our revenue and stock price.

***An adverse resolution by or with a governmental agency could result in severe limitations on our ability to protect and license our intellectual property, and would cause our revenue to decline substantially.***

From time to time, we are subject to proceedings by government agencies, such as our Federal Trade Commission and European Commission proceedings over the past several years. These proceedings may result in adverse determinations against us or in other outcomes that could limit our ability to enforce or license our intellectual property, and could cause our revenue to decline substantially.

In addition, third parties have and may attempt to use adverse findings by a government agency to limit our ability to enforce or license our patents in private litigations, to challenge or otherwise act against us with respect to such government agency proceedings, such as the attempts by Hynix to appeal our settlement with the European Commission, and to assert claims for monetary damages against us. Although we have successfully defeated certain attempts to do so, there can be no assurance that other third parties will not be successful in the future or that additional claims or actions arising out of adverse findings by a government agency will not be asserted against us.

Further, third parties have sought and may seek review and reconsideration of the patentability of inventions claimed in certain of our patents by the U.S. Patent and Trademark Office ("PTO") and/or the European Patent Office (the "EPO"). Currently, we are subject to several re-examination proceedings, including proceedings initiated by Hynix, Micron and NVIDIA as a defensive action in connection with our litigation against those companies. An adverse decision by the PTO or EPO could invalidate some or all of these patent claims and could also result in additional adverse consequences affecting other related U.S. or European patents, including in our



intellectual property litigation. If a sufficient number of such patents are impaired, our ability to enforce or license our intellectual property would be significantly weakened and this could cause our revenue to decline substantially.

The pendency of any governmental agency acting as described above may impair our ability to enforce or license our patents or collect royalties from existing or potential licensees, as our litigation opponents may attempt to use such proceedings to delay or otherwise impair any pending cases and our existing or potential licensees may await the final outcome of any proceedings before agreeing to new licenses or pay royalties.

***Litigation or other third-party claims of intellectual property infringement could require us to expend substantial resources and could prevent us from developing or licensing our technology on a cost-effective basis.***

Our research and development programs are in highly competitive fields in which numerous third parties have issued patents and patent applications with claims closely related to the subject matter of our programs. We have also been named in the past, and may in the future be named, as a defendant in lawsuits claiming that our technology infringes upon the intellectual property rights of third parties. In the event of a third-party claim or a successful infringement action against us, we may be required to pay substantial damages, to stop developing and licensing our infringing technology, to develop non-infringing technology, and to obtain licenses, which could result in our paying substantial royalties or our granting of cross licenses to our technologies. Threatened or ongoing third-party claims or infringement actions may prevent us from pursuing additional development and licensing arrangements for some period. For example, we may discontinue negotiations with certain customers for additional licensing of our patents due to the uncertainty caused by our ongoing litigation on the terms of such licenses or of the terms of such licenses on our litigation. We may not be able to obtain licenses from other parties at a reasonable cost, or at all, which could cause us to expend substantial resources, or result in delays in, or the cancellation of, new product.

***If we are unable to successfully protect our inventions through the issuance and enforcement of patents, our operating results could be adversely affected.***

We have an active program to protect our proprietary inventions through the filing of patents. There can be no assurance, however, that:

- any current or future U.S. or foreign patent applications will be approved and not be challenged by third parties;
- our issued patents will protect our intellectual property and not be challenged by third parties;
- the validity of our patents will be upheld;
- our patents will not be declared unenforceable;
- the patents of others will not have an adverse effect on our ability to do business;
- Congress or the U.S. courts or foreign countries will not change the nature or scope of rights afforded patents or patent owners or alter in an adverse way the process for seeking patents;
- changes in law will not be implemented that will affect our ability to protect and enforce our patents and other intellectual property;
- new legal theories and strategies utilized by our competitors will not be successful;
- others will not independently develop similar or competing chip interfaces or design around any patents that may be issued to us; or
- factors such as difficulty in obtaining cooperation from inventors, pre-existing challenges or litigation, or license or other contract issues will not present additional challenges in securing protection with respect to patents and other intellectual property that we acquire.

If any of the above were to occur, our operating results could be adversely affected.

***Our inability to protect and own the intellectual property we create would cause our business to suffer.***

We rely primarily on a combination of license, development and nondisclosure agreements, trademark, trade secret and copyright law, and contractual provisions to protect our non-patentable intellectual property rights. If we fail to protect these intellectual property rights, our licensees and others may seek to use our technology without the payment of license fees and royalties, which could weaken our competitive position, reduce our operating results and increase the likelihood of costly litigation. The growth of our business depends in large part on the use of our intellectual property in the products of third party manufacturers, and our ability to enforce intellectual property rights against them to obtain appropriate compensation. In addition, effective trade secret protection may be unavailable or limited in certain foreign countries. Although we intend to protect our rights vigorously, if we fail to do so, our business will suffer.

***We rely upon the accuracy of our licensees' recordkeeping, and any inaccuracies or payment disputes for amounts owed to us under our licensing agreements may harm our results of operations.***

Many of our license agreements require our licensees to document the manufacture and sale of products that incorporate our technology and report this data to us on a quarterly basis. While licenses with such terms give us the right to audit books and records of our licensees to verify this information, audits rarely are undertaken because they can be expensive, time consuming, and potentially detrimental to our ongoing business relationship with our licensees. Therefore, we typically rely on the accuracy of the reports from licensees without independently verifying the information in them. Our failure to audit our licensees' books and records may result in our receiving more or less royalty revenue than we are entitled to under the terms of our license agreements. If we conduct royalty audits in the future, such audits may trigger disagreements over contract terms with our licensees and such disagreements could hamper customer relations, divert the efforts and attention of our management from normal operations and impact our business operations and financial condition.

***Any dispute regarding our intellectual property may require us to indemnify certain licensees, the cost of which could severely hamper our business operations and financial condition.***

In any potential dispute involving our patents or other intellectual property, our licensees could also become the target of litigation. While we generally do not indemnify our licensees, some of our license agreements provide limited indemnities, and some require us to provide technical support and information to a licensee that is involved in litigation involving use of our technology. In addition, we may agree to indemnify others in the future. Any of these indemnification and support obligations could result in substantial expenses. In addition to the time and expense required for us to indemnify or supply such support to our licensees, a licensee's development, marketing and sales of licensed semiconductors could be severely disrupted or shut down as a result of litigation, which in turn could severely hamper our business operations and financial condition as a result of lower or no royalty payments.

**Item 1B. *Unresolved Staff Comments***

None.

**Item 2. Properties**

As of December 31, 2010, we occupied offices in the leased facilities described below:

<u>Number of Offices Under Lease</u>	<u>Location</u>	<u>Primary Use</u>
3	United States Sunnyvale, CA (Headquarters) Chapel Hill, NC Brecksville, OH	Executive and administrative offices, research and development, sales and marketing and service functions
1	Bangalore, India	Research and development and prototyping facility
1	Tokyo, Japan	Administrative offices, research and development and service functions
1	Taipei, Taiwan	Business development
1	Seoul, Korea	Business development
1	Pforzheim, Germany	Business development

**Item 3. Legal Proceedings**

For the information required by this item regarding legal proceedings, see Note 15 “Litigation and Asserted Claims,” of Notes to Consolidated Financial Statements of this Form 10-K.

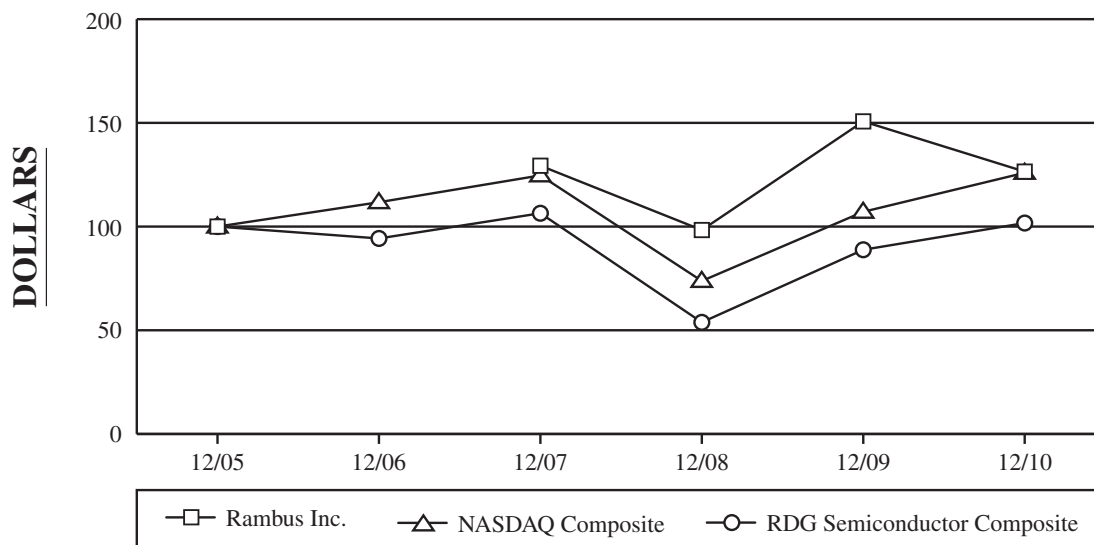
**Item 4. Removed and Reserved****PART II****Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our Common Stock is listed on The NASDAQ Global Select Market under the symbol “RMBS.” The following table sets forth for the periods indicated the high and low sales price per share of our Common Stock as reported on The NASDAQ Global Select Market.

	<u>Year Ended December 31, 2010</u>		<u>Year Ended December 31, 2009</u>	
	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
First Quarter . . . . .	\$26.00	\$16.00	\$18.70	\$ 5.99
Second Quarter . . . . .	\$25.50	\$17.31	\$19.65	\$ 9.07
Third Quarter . . . . .	\$21.69	\$16.76	\$19.94	\$14.33
Fourth Quarter . . . . .	\$22.80	\$19.16	\$25.54	\$15.53

The graph below matches Rambus Inc.'s cumulative five-year total shareholder return on Common Stock with the cumulative total returns of The NASDAQ Composite Index and the RDG Semiconductor Composite Index. The graph tracks the performance of a \$100 investment in our Common Stock and in each of the indexes (with the reinvestment of all dividends) from December 31, 2005 to December 31, 2010.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
**Among Rambus Inc., The NASDAQ Composite Index**  
**And the RDG Semiconductor Composite Index**



\* \$100 invested on 12/31/05 in stock or index, including reinvestment of dividends.  
 Fiscal year ending December 31.

Fiscal years ending:

	12/05	12/06	12/07	12/08	12/09	12/10
<b>Rambus Inc.</b>	100.00	116.92	129.34	98.33	150.71	126.50
NASDAQ Composite	100.00	111.74	124.67	73.77	107.12	125.93
RDG Semiconductor Composite	100.00	94.27	106.42	53.83	88.82	101.70

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

Information regarding our securities authorized for issuance under equity compensation plans will be included in Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters," of this report on Form 10-K.

As of January 31, 2011, there were 684 holders of record of our Common Stock. Since many of the shares of our Common Stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial stockholders represented by these record holders. We have never paid or declared any cash dividends on our Common Stock or other securities. However, in the future, we may plan to pay or declare cash dividends depending on our financial condition, results of operations, capital requirements, business conditions and other factors.

**Contingently Redeemable Common Stock**

On January 19, 2010, pursuant to the terms of a Stock Purchase Agreement (the "Stock Purchase Agreement"), Samsung purchased for cash from us 9.6 million shares of our common stock (the "Shares") with certain restrictions

and put rights. The issuance of the Shares by us to Samsung was made through a private transaction. The Stock Purchase Agreement provides Samsung a one-time put right, beginning 18 months after the date of the Stock Purchase Agreement and extending to 19 months after the date of the Stock Purchase Agreement, to elect to put back to us up to 4.8 million of the Shares at the original issue price of \$20.885 per share (for an aggregate purchase price of up to \$100.0 million). The 4.8 million shares have been recorded as contingently redeemable common stock on the consolidated balance sheet as of December 31, 2010.

The Stock Purchase Agreement prohibits the transfer of the Shares by Samsung for 18 months after the date of the Stock Purchase Agreement, subject to certain exceptions. After expiration of the transfer restriction period on July 18, 2011, the Stock Purchase Agreement provides that Samsung may transfer a limited number of shares on a daily basis, provides us with a right of first offer for proposed transfers above such daily limits, and, if no sale occurs to us under the right of first offer, allows Samsung to transfer the Shares. Under the Stock Purchase Agreement, we have also agreed that after the transfer restriction period, Samsung will have certain rights to register the Shares for sale under the securities laws of the United States, subject to customary terms and conditions.

See Note 3, "Settlement Agreement with Samsung," of Notes to Consolidated Financial Statements of this Form 10-K for further discussion.

### Share Repurchase Program

In October 2001, our Board of Directors (the "Board") approved a share repurchase program of our Common Stock, principally to reduce the dilutive effect of employee stock options. Under this program, the Board approved the authorization to repurchase up to 19.0 million shares of our outstanding Common Stock over an undefined period of time. On February 25, 2010, the Board approved a new share repurchase program authorizing the repurchase of up to an additional 12.5 million shares. Share repurchases under the program may be made through open market, established plan or privately negotiated transactions in accordance with all applicable securities laws, rules, and regulations. There is no expiration date applicable to the program. The new share repurchase program replaces the program authorized in October 2001.

On August 19, 2010, we entered into a share repurchase agreement (the "Share Repurchase Agreement") with J.P. Morgan Securities Inc., as agent for JPMorgan Chase Bank, National Association, London Branch ("JP Morgan") to repurchase approximately \$90.0 million of our Common Stock, as part of our share repurchase program. Under the Share Repurchase Agreement, we pre-paid to JP Morgan the \$90.0 million purchase price in the third quarter of 2010 for the Common Stock and JP Morgan delivered to us approximately 4.8 million shares of Common Stock at an average price of \$18.88 at the completion of the Share Repurchase Agreement in December 2010.

For the year ended December 31, 2010, we repurchased approximately 9.5 million shares of our Common Stock with an aggregate price of approximately \$195.1 million, including the price paid pursuant to the Share Repurchase Agreement. As of December 31, 2010, we had repurchased a cumulative total of approximately 26.3 million shares of our Common Stock with an aggregate price of approximately \$428.9 million since the commencement of the program in 2001. As of December 31, 2010, there remained an outstanding authorization to repurchase approximately 5.2 million shares of our outstanding Common Stock.

We record stock repurchases as a reduction to stockholders' equity. We record a portion of the purchase price of the repurchased shares as an increase to accumulated deficit when the price of the shares repurchased exceeds the average original proceeds per share received from the issuance of Common Stock. During the year ended December 31, 2010, the cumulative price of the shares repurchased exceeded the proceeds received from the issuance of the same number of shares. The excess of \$163.6 million was recorded as an increase to accumulated deficit for the year ended December 31, 2010. During the year ended December 31, 2009, we did not repurchase any Common Stock.



<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs</u>	<u>Total Paid</u>
Cumulative shares repurchased as of 12/31/2009 . . . . .	16,810,950	\$13.90	16,810,950	2,240,913	\$233,756,155
Additional authorization . . . . .				<u>12,500,000</u>	
				14,740,913	
2/1/2010 - 2/28/2010 . . . . .	1,233,287	\$21.47	1,233,287	13,507,626	\$ 26,472,746
4/1/2010 - 4/30/2010 . . . . .	519,895	\$24.46	519,895	12,987,731	\$ 12,715,797
5/1/2010 - 5/31/2010 . . . . .	1,793,068	\$23.70	1,793,068	11,194,663	\$ 42,502,150
6/1/2010 - 6/30/2010 . . . . .	686,000	\$19.82	686,000	10,508,663	\$ 13,594,241
8/1/2010 - 8/31/2010 . . . . .	528,641	\$18.58	528,641	9,980,022	\$ 9,822,533
12/1/2010 - 12/31/2010 . . . . .	<u>4,765,949</u>	\$18.88	<u>4,765,949</u>	5,214,073	<u>\$ 90,000,000</u>
Cumulative shares repurchased as of 12/31/2010 . . . . .	<u>26,337,790</u>	\$16.28	<u>26,337,790</u>		<u>\$428,863,622</u>

**Item 6. Selected Financial Data**

The following selected consolidated financial data for and as of the years ended December 31, 2010, 2009, 2008, 2007, and 2006 was derived from our consolidated financial statements. The summary consolidated selected financial data for and as of the years ended December 31, 2008, 2007 and 2006 has been adjusted as a result of the retrospective adoption on January 1, 2009 of Financial Accounting Standards Board (“FASB”) accounting guidance which clarifies the accounting for convertible debt instruments that may be settled in cash upon conversion, including partial cash settlement (“FASB convertible debt accounting guidance”). The following selected consolidated financial data should be read in conjunction with Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and Item 8, “Financial Statements and Supplementary Data,” and other financial data included elsewhere in this report. Our historical results of operations are not necessarily indicative of results of operations to be expected for any future period.

	<u>Years Ended December 31,</u>				
	<u>2010</u>	<u>2009</u>	<u>2008(1)(2)</u>	<u>2007(1)(2)</u>	<u>2006(1)(2)</u>
	(In thousands, except per share amounts)				
Total revenue . . . . .	\$323,390	\$113,007	\$ 142,494	\$179,940	\$195,324
Net income (loss) . . . . .	\$150,917	\$(92,186)	\$(199,110)	\$(34,221)	\$(18,006)
Net income (loss) per share:					
Basic . . . . .	\$ 1.34	\$ (0.88)	\$ (1.90)	\$ (0.33)	\$ (0.17)
Diluted . . . . .	\$ 1.30	\$ (0.88)	\$ (1.90)	\$ (0.33)	\$ (0.17)

**Consolidated Balance Sheet Data:**

Cash, cash equivalents and marketable securities . . . . .	\$512,009	\$460,193	\$ 345,853	\$440,882	\$436,341
Total assets . . . . .	\$663,172	\$555,869	\$ 397,370	\$617,963	\$591,295
Convertible notes . . . . .	\$121,500	\$248,044	\$ 125,474	\$135,214	\$124,719
Stockholders’ equity . . . . .	\$334,783	\$255,327	\$ 232,941	\$422,486	\$404,247

(1) Adjusted to reflect adoption of the FASB convertible debt accounting guidance. Refer to Note 19, “Retrospective Adoption of FASB Convertible Debt Accounting Guidance,” of Notes to Consolidated Financial Statements of this Form 10-K for further discussion.

- (2) The year ended December 31, 2008 includes adjustments for the FASB convertible debt accounting guidance to increase total assets by \$480, decrease convertible notes by \$11,476 and increase stockholders' equity by \$11,956. The year ended December 31, 2007 includes additional interest expense (including amortization of debt issuance costs) of \$11,011, increase to benefit from income taxes of \$4,454, increase to net loss of \$6,557, increase to basic and diluted net loss per share of \$0.06, decrease to total assets of \$9,384, decrease to convertible notes of \$24,786 and increase to stockholders' equity of \$15,402. The year ended December 31, 2006 includes additional interest expense (including amortization of debt issuance costs) of \$10,196, increase to interest income and other income (expense), net of \$3,158, increase to benefit from income taxes of \$2,848, increase to net loss of \$4,190, increase to basic and diluted net loss per share of \$0.04, decrease to total assets of \$13,322, decrease to convertible notes of \$35,281 and increase to stockholders' equity of \$21,959.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements relate to our expectations for future events and time periods. All statements other than statements of historical fact are statements that could be deemed to be forward-looking statements, including any statements regarding trends in future revenue or results of operations, gross margin or operating margin, expenses, earnings or losses from operations, synergies or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning developments, performance or industry ranking; any statements regarding future economic conditions or performance; any statements regarding pending investigations, claims or disputes; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Generally, the words "anticipate," "believes," "plans," "expects," "future," "intends," "may," "should," "estimates," "predicts," "potential," "continue" and similar expressions identify forward-looking statements. Our forward-looking statements are based on current expectations, forecasts and assumptions and are subject to risks, uncertainties and changes in condition, significance, value and effect. As a result of the factors described herein, and in the documents incorporated herein by reference, including, in particular, those factors described under "Risk Factors," we undertake no obligation to publicly disclose any revisions to these forward-looking statements to reflect events or circumstances occurring subsequent to filing this report with the Securities and Exchange Commission.*

### **Business Overview**

We are a premier intellectual property and technology licensing company. Our primary focus is the creation, design, development and licensing of patented innovations, technologies and architectures that are foundational to nearly all digital electronics products and systems. Our patented innovations and technologies aim to improve the performance, power efficiency, time-to-market and cost-effectiveness of our customers' products, components and systems offered and used in semiconductors, computers, mobile applications, gaming and graphics, consumer electronics, lighting displays and general lighting. By licensing our patented innovations and technologies, we hope to continuously enrich the end-user experience of the digital electronics products and systems marketed and sold by our customers and licensees. We believe we have established an unparalleled licensing platform and business model that will continue to foster the development of new foundational and leading innovations and technologies. As a result, our goal is to create significant licensing opportunities, and thereby perpetuate strong company operating performance and long term stockholder value.

While we have historically focused our efforts in developing and licensing patented innovations and technologies for the semiconductor industry, particularly in the area of chip interfaces, we have initiated diversification efforts to expand our portfolio of patented innovations and technologies into lighting and displays, mobile communications, and additional semiconductor technologies. We expect to continue this diversification initiative through the acquisition of assets and the hiring of the inventors, scientists and engineers who will lead the effort to further develop these patented innovations and technologies in these new areas of focus. During 2010, we initiated an internal structural reorganization to establish separate business groups for our semiconductor industry focused operations (SBG) and operations focused on new or emerging licensing opportunities (NBG) which includes our LDT group. We expect this internal realignment to help drive efficiencies in operations and optimize our licensing platform and business model as we expand and diversify into new markets. Segment information is not separately

discussed below as the operating results for NBG did not meet the quantitative thresholds for segment reporting in 2010. For additional information concerning segment reporting, see Note 13, “Business Segments and Major Customers,” of Notes to Consolidated Financial Statements of this Form 10-K.

The key elements of our strategy are as follows:

*Innovate:* Develop and patent our innovative technology to provide fundamental competitive advantage when incorporated into semiconductors, and digital electronics products and systems.

*Drive Adoption:* Communicate the advantages of our patented innovations and technologies to the industry and encourage its adoption through demonstrations and incorporation in the products of select customers.

*Monetize:* License our patented inventions and technology solutions to customers for use in their semiconductor and system products.

As of December 31, 2010, our semiconductor, chip interface, lighting, display and other technologies are covered by approximately 1,180 U.S. and foreign patents. Additionally, we have approximately 850 patent applications pending. These patents and patent applications cover important inventions in memory and logic chip interfaces, optoelectronics, mobile applications and other technologies. Some of the patents and pending patent applications are derived from a common parent patent application or are foreign counterpart patent applications. We have a program to file applications for and obtain patents in the United States and in selected foreign countries where we believe filing for such protection is appropriate and would further our overall strategy and objectives. In some instances, obtaining appropriate levels of protection may involve prosecuting continuation and counterpart patent applications based on a common parent application. We believe that our patented innovations provide our customers means to achieve higher performance, improved power efficiency, lower risk, and greater cost-effectiveness in their digital electronics products and systems.

Our patented innovations and technologies are offered to our customers through either a patent license or a technology license. Our revenues are primarily derived from patent licenses, through which we provide a license to our broad portfolio of patented innovations primarily to semiconductor and system companies who use these innovations in the development and manufacture of their own products. Our patent licensing agreements may provide a license to all or part of our patent portfolio for a particular use, product or technology. The patent license essentially provides our customers with a defined right to use our patented innovations in the customer’s own digital electronics products and systems. Patent license agreements are generally structured with variable royalty payments, although some agreements include fixed payments over certain defined periods.

We also offer our customers technology licenses. We typically offer technology licenses to support the implementation and adoption of our patented innovations and technologies through know-how and technology transfers, product design, development, and system integration consulting and engineering services. Our technology license offerings also include a range of solutions developed by Rambus, which include “leadership” solutions (which are Rambus-proprietary solutions widely licensed to our customers) and industry-standard solutions that we provide to our customers under license for incorporation into our customers’ digital electronics products and systems. Due to the often complex nature of implementing state-of-the art technology, we also offer engineering services to our customers to help them successfully integrate our solutions into their digital electronics products and systems. These technology license agreements may have both a fixed price (non-recurring) component and ongoing royalties. Engineering services are generally offered on a fixed price basis. Further, under technology licenses, our customers typically receive licenses to our patents necessary to implement these solutions in their products with specific rights and restrictions to the applicable patents elaborated in their individual contracts with us.

Royalties represent a substantial majority of our total revenue. We derive the majority of our royalty revenue by licensing our broad portfolio of patents for chip interfaces to our customers. Such licenses may cover part or all of our patent portfolio. Leading semiconductor and system companies such as AMD, Fujitsu, Intel, Panasonic and Samsung have licensed our patents for use in their own products.

We also derive additional revenue by licensing a range of technology solutions including our leadership architectures and industry-standard solutions to customers for use in their semiconductor and system products. Our

customers include leading companies such as Elpida, IBM, Panasonic, Samsung, Sony and Toshiba. Due to the complex nature of implementing our technologies, we provide engineering services under certain of these licenses to help our customers successfully integrate our technology solutions into their semiconductors and system products. Licensees also may receive, in addition to their technology license agreements, patent licenses as necessary to implement the technology in their products with specific rights and restrictions to the applicable patents elaborated in their individual contracts.

The remainder of our revenue is contract services revenue which includes license fees and engineering services fees. The timing and amounts invoiced to customers can vary significantly depending on specific contract terms and can therefore have a significant impact on deferred revenue or account receivables in any given period.

We intend to continue making significant expenditures associated with engineering, marketing, general and administration including litigation expenses, and expect that these costs and expenses will continue to be a significant percentage of revenue in future periods. Whether such expenses increase or decrease as a percentage of revenue will be substantially dependent upon the rate at which our revenue or expenses change.

## Executive Summary

During 2010, we signed a significant settlement agreement with Samsung and also signed revenue contracts with AMD, Elpida and Renesas bringing Rambus into a profit position for the year ended December 31, 2010. See Note 3, "Settlement Agreement with Samsung," of Notes to Consolidated Financial Statements of this Form 10-K for further discussion. We continue to pursue other revenue opportunities in order to grow our revenue. Additionally, in June 2010, we signed a broad licensing agreement for the use of our patented lighting innovations with GE Lighting, a unit of GE's Appliances & Lighting business. We also purchased patents and businesses during 2010 as part of our ongoing acquisition activities to broaden our technology portfolio.

Research and development continues to play a key role in our efforts to maintain product innovations. Our engineering expenses for the year ended December 31, 2010 increased \$25.5 million as compared to 2009 primarily due to increased headcount from our LDT group and the funding for our 2010 Corporate Incentive Plan (the "2010 CIP") which includes the bonus related to the Samsung settlement. As a percentage of revenue, engineering expenses decreased for the year ended December 31, 2010 as compared to 2009. The decrease was due to higher revenue primarily attributed to the settlement with Samsung. Marketing, general and administrative expenses in aggregate decreased \$8.7 million for the year ended December 31, 2010 as compared to 2009 primarily due to lower litigation expenses. Our higher revenue combined with the decrease in marketing, general and administrative expenses, has caused marketing, general and administrative expenses to decrease as a percentage of revenue. Additionally, for the year ended December 31, 2010, we incurred costs of restatement and related legal activities of \$4.2 million primarily due to litigation expense associated with a private shareholder lawsuit related to the 2006-2007 stock option investigation.

## Trends

There are a number of trends that may or will have a material impact on us in the future, including growing our lighting business, global economic conditions with the resulting impact on sales, continuing pursuit of litigation against companies that we believe have infringed our patented technologies and shifts in our overall effective tax rate.

We have a high degree of revenue concentration, with our top five licensees representing approximately 85%, 77% and 67% of our revenue for the years ended December 31, 2010, 2009 and 2008, respectively. As a result of our settlement with Samsung, Samsung accounted for a significant portion of our ongoing licensing revenue in 2010. For the year ended December 31, 2010, revenue from Samsung and Elpida, each accounted for 10% or more of our total revenue. For the year ended December 31, 2009, revenue from AMD, Fujitsu, NEC, Panasonic, and Toshiba, each accounted for 10% or more of our total revenue. For the year ended December 31, 2008, revenue from AMD, Elpida, Fujitsu, NEC, Panasonic, and Sony, each accounted for 10% or more of our total revenue. We expect to continue to experience significant revenue concentration for the foreseeable future.

Many of our licensees have the right to cancel their licenses. The particular licensees which account for revenue concentration have varied from period to period as a result of the addition of new contracts, expiration of existing contracts, renewals of existing contracts, industry consolidation and the volumes and prices at which the licensees have recently sold licensed semiconductors to system companies. These variations are expected to continue in the foreseeable future.

The semiconductor industry is intensely competitive and highly cyclical. Our visibility with respect to future sales is very limited at this time. To the extent that macroeconomic fluctuations negatively affect our principal licensees, the demand for our technology may be significantly and adversely impacted and we may experience substantial period-to-period fluctuations in our operating results. The recent downturn in worldwide economic conditions also threatens the financial health of our commercial counterparties, including companies with whom we have entered into licensing arrangements, settlement agreements or that have been subject to litigation judgments that provide for payments to us, and their ability to fulfill their financial and other obligations to us. Some of our existing patent licensees have fixed royalty payments which are not impacted by the recent economic downturn. Royalty payments from the remaining licensees are related to variable royalty agreements which have been impacted by the recent economic conditions. Current market indicators are mixed, but there are some recent signs of some stabilization. However, there continue to be indications that global demand will not quickly recover for the next few years. Such lower demand levels may adversely impact our revenue and profitability. See Item 1A, "Risk Factors."

The royalties we receive are partly a function of the adoption of our chip interfaces by system companies. Many system companies purchase semiconductors containing our chip interfaces from our licensees and do not have a direct contractual relationship with us. Our licensees generally do not provide us with details as to the identity or volume of licensed semiconductors purchased by particular system companies. As a result, we face difficulty in analyzing the extent to which our future revenue will be dependent upon particular system companies. System companies face intense competitive pressure in their markets, which are characterized by extreme volatility, frequent new product introductions and rapidly shifting consumer preferences. There can be no assurance as to the unit volumes of licensed semiconductors that will be purchased by these companies in the future or as to the level of royalty-bearing revenue that our licensees will receive from sales to these companies. Additionally, there can be no assurance that a significant number of other system companies will adopt our chip interfaces or that our dependence upon particular system companies will decrease in the future. See Item 1A, "Risk Factors."

The display industry is also intensely competitive and highly cyclical. We believe the potential percentage of transition to LED lightguides from cold cathode fluorescent lights ("CCFL") lightguides could be up to 100% for cellular phones and notebook computers and could reach up to 50% for display monitors and LCD televisions in 2011. The tablet market is growing rapidly as a new category that primarily uses LED lightguides to achieve slim designs. Our LDT group has numerous patents in edge lit LED lightguide technology. Our plans are to license our technology to key companies that use LED edge lit display products. There can be no assurance that we will be successful in our efforts to obtain licensees for our LED edge lit technology. Additionally, there are competing technologies, such as the active matrix organic light emitting diode, that do not use LED edge lit lightguides which may limit the future market opportunity for our technology.

The highly fragmented general lighting industry is undergoing a fundamental shift from incandescent technology to CCFL and LED driven technology by the need to reduce energy consumption and to comply with government mandates. LED lighting typically saves 40% of the energy costs as compared to existing installed lighting. Our LDT group has numerous patents in LED edge lit lightguide technology which can be applied in the design of next generation LED lighting products. While our goal is to be a major player in the general lighting industry with our technology and have established a technology center in Brecksville, Ohio, there are no assurances that we will be successful in our efforts. The market adoption of our technology may face delays in design, government mandates in specification, material shortages and manufacturing delays within the supply base and in overall market acceptance. Additionally, there are competing design approaches and technologies, such as organic light emitting diode, that may also affect our ability to obtain additional licensees.

Our revenue from companies headquartered outside of the United States accounted for approximately 93%, 83% and 84% of our total revenue for the years ended December 31, 2010, 2009 and 2008, respectively. We expect



that revenue derived from international licensees will continue to represent a significant portion of our total revenue in the future. To date, all of the revenue from international licensees have been denominated in U.S. dollars. However, to the extent that such licensees' sales to their customers are not denominated in U.S. dollars, any royalties that we receive as a result of such sales could be subject to fluctuations in currency exchange rates. In addition, if the effective price of licensed semiconductors sold by our foreign licensees were to increase as a result of fluctuations in the exchange rate of the relevant currencies, demand for licensed semiconductors could fall, which in turn would reduce our royalties. We do not use financial instruments to hedge foreign exchange rate risk.

For additional information concerning international revenue, see Note 13, "Business Segments and Major Customers," of Notes to Consolidated Financial Statements of this Form 10-K.

Engineering costs as a percentage of net sales decreased in the year ended December 31, 2010 as compared to the prior year. In the near term, we expect engineering costs to be lower than in 2010 as the employee bonus related to the Samsung settlement was a one-time event in 2010. However, we intend to continue to make investments in the infrastructure and technologies required to maintain our product innovations in semiconductor and lighting technologies and, as a result, our head count and infrastructure expenses are expected to increase.

Marketing, general and administrative expenses in the aggregate and as a percentage of net sales decreased in the year ended December 31, 2010 as compared to the prior year. Historically, we have been involved in litigation stemming from the unlicensed use of our inventions. Our litigation expenses have been high and difficult to predict and future litigation expenses could be significant, volatile and difficult to predict. If we are successful in the litigation and/or related licensing, our revenue could be substantially higher in the future; if we are unsuccessful, our revenue may not grow or may decrease. Furthermore, our success in litigation matters pending before courts and regulatory bodies that relate to our intellectual property rights have impacted and will likely continue to impact our ability and the terms upon which we are able to negotiate new or renegotiate existing licenses for our technology. We will continue to pursue litigation against those companies that have infringed our patented technologies, which in turn will continue to increase marketing, general and administrative expenses as litigation expenses will continue to increase until such litigation is resolved.

As we continue to pursue litigation and invest in research and development projects and if we experience lower revenue from our licensees in the future, our cash from operations will be negatively affected.

## Results of Operations

The following table sets forth, for the periods indicated, the percentage of total revenue represented by certain items reflected in our consolidated statements of operations:

	Years Ended December 31,		
	2010	2009	2008
Revenue:			
Royalties . . . . .	99.0%	95.6%	89.1%
Contract revenue . . . . .	1.0%	4.4%	10.9%
Total revenue . . . . .	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
Operating costs and expenses:			
Cost of revenue* . . . . .	2.1%	6.1%	15.0%
Research and development* . . . . .	28.7%	59.5%	53.5%
Marketing, general and administrative* . . . . .	36.9%	113.4%	87.1%
Costs (recoveries) of restatement and related legal activities, net . . . . .	1.3%	(11.9)%	2.3%
Gain from settlement . . . . .	(39.2)%	—%	—%
Restructuring costs* . . . . .	—%	—%	2.9%
Impairment of intangible asset . . . . .	—%	—%	1.5%
Total operating costs and expenses . . . . .	<u>29.8%</u>	<u>167.1%</u>	<u>162.3%</u>
Operating income (loss) . . . . .	70.2%	(67.1)%	(62.3)%
Interest income and other income, net . . . . .	0.3%	3.6%	10.7%
Interest expense on convertible notes . . . . .	(6.1)%	(18.6)%	(8.3)%
Interest and other income (expense), net . . . . .	<u>(5.8)%</u>	<u>(15.0)%</u>	<u>2.4%</u>
Income (loss) before income taxes . . . . .	64.4%	(82.1)%	(59.9)%
Provision for (benefit from) income taxes . . . . .	17.7%	(0.5)%	79.8%
Net income (loss) . . . . .	<u>46.7%</u>	<u>(81.6)%</u>	<u>(139.7)%</u>
* Includes stock-based compensation:			
Cost of revenue . . . . .	0.1%	0.9%	3.6%
Research and development . . . . .	3.1%	8.6%	9.5%
Marketing, general and administrative . . . . .	6.2%	18.5%	13.0%
Restructuring costs . . . . .	—%	—%	0.4%

	Years Ended December 31,			2009 to 2010 Change	2008 to 2009 Change
	2010	2009	2008		
<b>Total Revenue</b>					
Royalties . . . . .	\$320.2	\$108.0	\$126.9	196.4%	(14.9)%
Contract revenue . . . . .	3.2	5.0	15.6	(35.4)%	(67.9)%
Total revenue . . . . .	<u>\$323.4</u>	<u>\$113.0</u>	<u>\$142.5</u>	<u>186.2%</u>	<u>(20.7)%</u>

### Royalty Revenue

#### Patent Licenses

Our patent royalties increased approximately \$209.1 million to \$288.4 million for the year ended December 31, 2010 from \$79.3 million for the same period in 2009. The increase was primarily due to the revenue recognized from the agreements signed with Samsung and Elpida during 2010.

Our patent royalties decreased approximately \$21.2 million to \$79.3 million for the year ended December 31, 2009 from \$100.5 million for the same period in 2008. The decrease was primarily due to the expiration of the Elpida licensing agreement in the first quarter of 2008, the one-time receipt of previously withheld royalties from the Federal Trade Commission (“FTC”) Disposition Order in 2008 and lower variable patent royalty payments received in 2009, as a result of, among other things, lower product shipment volumes reported by customers.

In March 2010, AMD elected to exercise its right to renew the Rambus-AMD Patent License Agreement through the third quarter of 2015. The original term of AMD’s agreement ran through the end of September 2010.

In December 2010, Elpida renewed its patent license agreement. The effective date of the agreement is January 1, 2010 and the expiration date of the term license is January 1, 2015.

In December 2010, Renesas renewed its patent license agreement. The effective date of the agreement is April 1, 2010 and the expiration date of the term license is April 1, 2015.

We are in negotiations with prospective licensees as well as existing licensees regarding renewals. We expect patent royalties will continue to vary from period to period based on our success in renewing existing license agreements and adding new licensees, as well as the level of variation in our licensees’ reported shipment volumes, sales price and mix, offset in part by the proportion of licensee payments that are fixed.

#### *Technology Licenses*

Royalties from technology licenses increased approximately \$3.1 million to \$31.8 million for the year ended December 31, 2010 from \$28.7 million for the same period in 2009. The increase was primarily due to higher royalties reported from increased shipments related to DDR2 technologies and higher royalties from XDR™ DRAM associated with increased shipments of the Sony PlayStation®3 product, partially offset by lower royalties from RDRAM™ controllers in the first half of 2010 due to a one-time catch-up royalty payment for the Sony PlayStation®2 product in the second quarter of 2009.

Royalties from technology licenses increased approximately \$2.3 million to \$28.7 million for the year ended December 31, 2009 from \$26.4 million for the same period in 2008. The increase was primarily due to higher royalties reported from increased shipments related to DDR2 technologies and a one-time catch-up royalty payment in the second quarter of 2009 related to RDRAM™ controllers associated with shipments of the Sony PlayStation®2 product, offset by decreased royalties from XDR™ DRAM associated with decreased shipments of the Sony PLAYSTATION®3 product.

In the future, we expect technology royalties will continue to vary from period to period based on our licensees’ shipment volumes, sales prices, and product mix.

#### *Contract Revenue*

Contract revenue decreased approximately \$1.8 million to \$3.2 million for the year ended December 31, 2010 from \$5.0 million for the year ended December 31, 2009. The decrease was primarily due to fewer new technology development contracts and decrease in work performed on existing technology development contracts.

Contract revenue decreased approximately \$10.6 million to \$5.0 million for the year ended December 31, 2009 from \$15.6 million for the year ended December 31, 2008. The decrease is due to fewer new technology development contracts, decrease in work performed on existing technology development contracts, as well as decreased revenue from reseller arrangements.

We believe that contract revenue recognized will continue to fluctuate over time based on our ongoing contractual requirements, the amount of work performed, the timing of completing engineering deliverables, and by changes to work required, as well as new technology development contracts booked in the future.

**Engineering costs:**

	Years Ended December 31,			2009 to 2010 Change	2008 to 2009 Change
	2010	2009	2008		
	(Dollars in millions)				
<b>Engineering costs</b>					
Cost of revenue . . . . .	\$ 6.7	\$ 5.9	\$ 16.1	15.2%	(63.6)%
Stock-based compensation . . . . .	<u>0.2</u>	<u>1.0</u>	<u>5.2</u>	(82.7)%	(80.7)%
Total cost of revenue . . . . .	<u>6.9</u>	<u>6.9</u>	<u>21.3</u>	0.9%	(67.7)%
Research and development . . . . .	82.5	57.5	62.7	43.5%	(8.3)%
Stock-based compensation . . . . .	<u>10.2</u>	<u>9.7</u>	<u>13.5</u>	4.6%	(28.0)%
Total research and development . . .	<u>92.7</u>	<u>67.2</u>	<u>76.2</u>	37.8%	(11.8)%
Total engineering costs . . . . .	<u>\$ 99.6</u>	<u>\$ 74.1</u>	<u>\$ 97.5</u>	34.4%	(24.0)%

Engineering costs are allocated between cost of revenue and research and development expenses. Cost of revenue reflects the portion of the total engineering costs which are specifically devoted to individual licensee development and support services as well as amortization expense related to various acquired intellectual property for patent licensing. The balance of engineering costs, incurred for the development of generally applicable chip interface technologies, is charged to research and development. In a given period, the allocation of engineering costs between these two components is a function of the timing of the development and implementation schedules of individual licensee contracts.

For the year ended December 31, 2010 as compared to the same period in 2009, total engineering costs increased 34.4% primarily due to the increase in headcount from our LDT group and the funding for our 2010 CIP, which includes the employee bonus related to the Samsung settlement, increase in patent research related costs and additional amortization expense related to intangible assets acquired from GLT.

For the year ended December 31, 2009 as compared to the same period in 2008, total engineering costs decreased primarily due to lower headcount and the related decrease in salary, benefits, allocations and stock based compensation expenses as well as decreases in consulting and travel and entertainment costs as a result of our cost reduction initiatives that commenced in the second half of 2008.

In the near term, we expect engineering costs to be lower than in 2010 as the employee bonus related to the Samsung settlement was a one-time event in 2010. However, we intend to continue to make investments in the infrastructure and technologies required to maintain our product innovation in semiconductor and lighting technologies and, as a result, our headcount and infrastructure costs are expected to increase.

**Marketing, general and administrative costs:**

	Years Ended December 31,			2009 to 2010 Change	2008 to 2009 Change
	2010	2009	2008		
	(Dollars in millions)				
<b>Marketing, general and administrative costs</b>					
Marketing, general and administrative costs . . . . .	\$ 76.6	\$ 51.8	\$ 49.9	47.7%	3.8%
Litigation expense . . . . .	22.7	55.5	55.7	(59.1)%	(0.3)%
Stock-based compensation . . . . .	<u>20.2</u>	<u>20.9</u>	<u>18.5</u>	(3.2)%	12.8%
Total marketing, general and administrative costs . . . . .	<u>\$119.5</u>	<u>\$128.2</u>	<u>\$124.1</u>	(6.8)%	3.3%

Marketing, general and administrative expenses include expenses and costs associated with trade shows, public relations, advertising, litigation, general legal, insurance and other marketing and administrative efforts. Litigation expenses are a significant portion of our marketing, general and administrative expenses and can vary significantly from quarter to quarter. Consistent with our business model, our licensing and marketing activities aim to develop or strengthen relationships with potential and current licensees. In addition, we work with current licensees through marketing, sales and technical efforts to drive adoption of their products, that use our innovations and solutions, by system companies. Due to the long business development cycles we face and the semi-fixed nature of marketing, general and administrative expenses in a given period, these expenses generally do not correlate to the level of revenue in that period or in recent or future periods.

For the year ended December 31, 2010 as compared to 2009, total marketing, general and administrative costs decreased primarily due to lower litigation expenses. Non-litigation related marketing, general and administrative costs increased for the year ended December 31, 2010 primarily due to funding for our 2010 CIP, which includes the employee bonus related to the Samsung settlement, increased consulting fees, increased general legal expenses and increased headcount in corporate development commencing in 2009 as a result of our strategic initiatives to identify and acquire additional technology opportunities.

For the year ended December 31, 2009 as compared to 2008, total marketing, general and administrative costs were higher due primarily to ongoing patent acquisition activities in 2009, higher headcount in corporate development as a result of our strategic initiatives related to our investing activities, increased stock-based compensation expenses primarily related to nonvested equity awards granted during late 2008 and early 2009, and higher allocated costs. These increases were offset by decreases in depreciation expenses, rent and facilities expenses and overall marketing expenses due primarily to our cost reduction initiatives taken in 2008. Litigation expenses remained relatively flat from 2008 to 2009 as we continued to pursue litigation against those companies that have infringed on our patented technologies.

In the future, marketing, general and administrative costs will vary from period to period based on the trade shows, advertising, legal, acquisition and other marketing and administrative activities undertaken, and the change in sales, marketing and administrative headcount in any given period. Litigation expenses are expected to vary from period to period due to the variability of litigation activities.

***Costs (recoveries) of restatement and related legal activities, net:***

	<u>Years Ended December 31,</u>			<u>2009 to 2010</u>	<u>2008 to 2009</u>
	<u>2010</u>	<u>2009</u>	<u>2008</u>		
	(Dollars in millions)				
Costs (recoveries) of restatement and related legal activities, net . . . . .	<u>\$ 4.2</u>	<u>\$(13.5)</u>	<u>\$ 3.3</u>	NM*	NM*

\* NM — percentage is not meaningful as the change is too large

Costs (recoveries) of restatement and related legal activities, net, consist primarily of investigation, audit, legal and other professional fees related to the 2006-2007 stock option investigation and the filing of the restated financial statements and related litigation.

For the year ended December 31, 2010, costs of restatement and related legal activities, net, were \$4.2 million primarily due to litigation expense associated with a private shareholder lawsuit related to the 2006-2007 stock option investigation. In 2009, we recorded reimbursements of \$12.3 million from the insurance carriers and received \$4.5 million from former executives as part of their settlement agreements with us in connection with the derivative and class action lawsuits in 2009.

For the year ended December 31, 2009, recoveries of restatement and related legal activities, net, were \$13.5 million due primarily to recognition of insurance settlements of \$12.3 million from the insurance carriers and the receipt of \$4.5 million from former executives as part of their settlement agreements with us in connection with the derivative and class action lawsuits. The \$16.8 million was recorded as recoveries of restatement and related legal activities. Until all the litigation and related issues are resolved, we anticipate that there could be additional amounts relating to these matters in the future.



***Gain from settlement:***

	Years Ended December 31,			2009 to 2010 Change	2008 to 2009 Change
	2010	2009	2008		
	(Dollars in millions)				
Gain from settlement . . . . .	<u>\$126.8</u>	<u>\$—</u>	<u>\$—</u>	N/A*	N/A*

\* N/A — not applicable

The settlement with Samsung is a multiple element arrangement for accounting purposes. For a multiple element arrangement, we are required to determine the fair value of the elements. We considered several factors in determining the accounting fair value of the elements of the settlement with Samsung which included a third party valuation using an income approach, the Black-Scholes option pricing model and a residual approach (collectively the “Fair Value”). The total gain from settlement is \$133.0 million of which \$126.8 million was recognized for the year ended December 31, 2010. The gain from settlement represents the Fair Value of the cash consideration allocated to the resolution of the antitrust litigation settlement and the residual value of other elements.

***Interest and other income (expense), net:***

	Years Ended December 31,			2009 to 2010 Change	2008 to 2009 Change
	2010	2009	2008		
	(Dollars in millions)				
Interest income and other income, net . . . . .	\$ 0.9	\$ 4.1	\$ 15.2	(78.9)%	(73.1)%
Interest expense on convertible notes . . . . .	<u>\$(19.7)</u>	<u>\$(21.0)</u>	<u>\$(11.8)</u>	(6.0)%	77.5%
Interest and other income (expense), net . . . . .	<u>\$(18.8)</u>	<u>\$(16.9)</u>	<u>\$ 3.4</u>	11.7%	NM*

\* NM — percentage is not meaningful as the change is too large

Interest income and other income, net, consists primarily of interest income generated from investments in high quality fixed income securities, offset by interest expense in connection with our imputed facility lease obligations.

Following the substantial completion of construction in the fourth quarter of 2010, we occupied our Sunnyvale and Brecksville facilities. In connection with the application of FASB authoritative guidance to our leases of the new facilities, we are deemed, in substance, to be the owner of the landlord’s buildings, and therefore the estimated fair value of our portion of the buildings is required to be capitalized on our books as a non-cash transaction, offset by a corresponding imputed financing obligation on our balance sheet. The imputed financing obligations are amortized using the effective interest method with the imputed interest rate of approximately 10%. For the year ended December 31, 2010, we recognized \$0.4 million of interest expense in connection with the imputed financing obligations in our statement of operations. See Note 7, “Commitments and Contingencies,” of Notes to Consolidated Financial Statements of this Form 10-K for additional details.

For the year ended December 31, 2009 as compared to the same period in 2008, the decrease in interest income and other income, net, was primarily due to lower yields on invested balances.

Interest expense on convertible notes consists of non-cash interest expense related to the amortization of the debt discount on the zero coupon convertible senior notes due February 1, 2010 (the “2010 Notes”) and the 2014 Notes as well as the coupon interest related to the 2014 Notes. We expect interest expense to increase steadily as the 2014 Notes reach maturity. See Note 14 “Convertible Notes,” of Notes to Consolidated Financial Statements of this Form 10-K for additional details.

**Provision for (benefit from) income taxes:**

	Years Ended December 31,			2009 to 2010 Change	2008 to 2009 Change
	2010	2009	2008		
	(Dollars in millions)				
Provision for (benefit from) income taxes . . . . .	\$ 57.1	\$ (0.5)	\$ 113.8	NM*	NM*
Effective tax rate . . . . .	27.5%	0.6%	(133.4)%		

\* NM — percentage is not meaningful as the change is too large

Our effective tax rate for the year ended December 31, 2010 is lower than the U.S. statutory tax rate applied to our pretax income due to a reduction of the valuation allowance on our U.S. net deferred tax assets, foreign withholding taxes and certain foreign losses with no current tax benefit recorded. Our effective tax rate for the year ended December 31, 2009 was lower than the U.S. statutory tax rate applied to our pretax loss primarily due to a full valuation allowance on our U.S. net deferred tax assets, foreign income taxes and state income taxes, partially offset by refundable research and development tax credits and carryback of net operating loss. Our effective tax rate for the year ended December 31, 2008 was lower than the U.S. statutory tax rate applied to our pretax loss primarily due to the establishment of a full valuation allowance on our U.S. net deferred tax assets.

For the year ended December 31, 2010, we continued to maintain a full valuation allowance against our U.S. net deferred tax assets. Management periodically evaluates the realizability of our net deferred tax assets based on all available evidence, both positive and negative. The realization of net deferred tax assets is dependent on our ability to generate sufficient future taxable income during periods prior to the expiration of tax statutes to fully utilize these assets. Based on all available evidence, we determined that it was not more likely than not that the deferred tax assets would be realized. Should we achieve sustained taxable income in the future, we would release the valuation allowance to recognize the deferred tax assets consisting of future tax deductions, net operating loss and credit carryforwards which provide a valuable benefit to us.

**Restructuring costs:**

	Years Ended December 31,			2009 to 2010 Change	2008 to 2009 Change
	2010	2009	2008		
	(Dollars in millions)				
Restructuring costs . . . . .	\$ —	\$ —	\$ 4.2	N/A*	N/A*

\* N/A — not applicable

During the years ended December 31, 2010 and 2009, we did not incur any costs associated with restructuring activities. During the year ended December 31, 2008, we initiated a workforce reduction in certain areas of excess capacity. The cash severance, including continuance of certain employee benefits, totaled approximately \$3.6 million and non-cash employee severance was approximately \$0.5 million of stock-based compensation expense. We also leased a facility in Mountain View, California, through November 11, 2009, which we vacated during the fourth quarter of 2008 as a result of the restructuring measures. This facility was being subleased at a rate equal to our rent associated with the facility and, as a result no restructuring charge was recorded. The total restructuring charge for the year ended December 31, 2008 was approximately \$4.2 million. Of the total cash portion, approximately \$3.5 million of severance and benefits was paid during 2008 and the remaining \$0.1 million of severance and benefits was paid during 2009.

**Impairment of intangible asset:**

	Years Ended December 31,			2009 to 2010 Change	2008 to 2009 Change
	2010	2009	2008		
	(Dollars in millions)				
Impairment of intangible asset . . . . .	\$ —	\$ —	\$ 2.2	N/A*	N/A*

\* N/A — not applicable

During the years ended December 31, 2010 and 2009, we did not impair any of our intangible assets. In 2008, we determined that approximately \$2.2 million of our intangible assets had no alternative future use and were impaired as a result of a customer's change in technology requirements. The impairment of the intangible asset related to a contractual relationship acquired in the Velio acquisition during December 2003.

## Liquidity and Capital Resources

	<u>December 31,</u> <u>2010</u>	<u>December 31,</u> <u>2009</u>
	(In millions)	
Cash and cash equivalents . . . . .	\$215.3	\$289.1
Marketable securities . . . . .	<u>296.7</u>	<u>171.1</u>
Total cash, cash equivalents, and marketable securities . . . . .	<u>\$512.0</u>	<u>\$460.2</u>

	<u>Years Ended December 31,</u>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	(In millions)		
Net cash provided by (used in) operating activities . . . . .	\$ 235.2	\$ (40.6)	\$(38.5)
Net cash provided by (used in) investing activities . . . . .	\$(181.5)	\$ 24.5	\$ 82.7
Net cash provided by (used in) financing activities . . . . .	\$(127.5)	\$188.9	\$(47.5)

## Liquidity

Our management continues to believe that total cash, cash equivalents and marketable securities will continue at adequate levels to finance our operations, projected capital expenditures and commitments for the next twelve months. Cash needs for 2010 were funded primarily from operating activities due to the settlement with Samsung as well as financing activities due to proceeds from issuance of common stock pursuant to the Stock Purchase Agreement with Samsung and from the issuance of common stock under our equity incentive plans.

### *Operating Activities*

Cash provided by operating activities of \$235.2 million in the year ended December 31, 2010 was primarily attributable to the signing of Samsung and Elpida. In total, Samsung and Elpida provided approximately \$300.2 million of net operating cash flow after applicable foreign tax withholdings. Additionally cash provided by operating activities included increases in accrued salaries due to the 2010 CIP and bonus related to the Samsung Settlement which was offset by decreases in accrued litigation and accounts payable.

Cash used in operating activities of \$40.6 million in the year ended December 31, 2009 was primarily attributable to the net loss adjusted for certain non-cash items including stock-based compensation expense, non-cash interest expense, depreciation and amortization expense. Changes in operating assets and liabilities which included decreases in accrued litigation expenses due to recognition of proceeds of \$5.0 million from an insurance company related to the derivative and class action lawsuits offset by increases in accounts payable due to the timing of vendor payments.

Cash used in operating activities of \$38.5 million in the year ended December 31, 2008 was primarily attributable to the net loss for the period adjusted for non-cash items, including the tax provision related to the deferred tax asset valuation allowance, stock-based compensation expense, non-cash interest expense, depreciation and amortization expense, impairment of an asset, offset by gain on repurchase of convertible notes and recoveries of restatement and related legal activities. The change in operating assets and liabilities for the year ended December 31, 2008 was primarily due to a decrease in accrued litigation expenses due to payments related to the class action lawsuit settlement.

### *Investing Activities*

Cash used in investing activities of approximately \$181.5 million in the year ended December 31, 2010 primarily consisted of purchases of available-for-sale marketable securities of \$428.8 million, partially offset by

proceeds from the maturities of available-for-sale marketable securities of \$296.6 million and proceeds from the sale of marketable securities of \$1.8 million. We also purchased patents and businesses for an aggregate price of approximately \$24.8 million. Additionally, we paid \$26.7 million for the build-out of the facilities in Sunnyvale, California and Brecksville, Ohio as well as to acquire computer software, computer hardware and machinery and equipment.

Cash provided by investing activities of approximately \$24.5 million in the year ended December 31, 2009 primarily consisted of proceeds from the maturities of available-for-sale marketable securities of \$240.9 million, partially offset by purchases of available-for-sale marketable securities of \$183.2 million. In December 2009, we paid \$26.0 million in a business combination to acquire technology and a portfolio of advanced lighting and optoelectronics patents from GLT. Additionally, we paid \$2.7 million to acquire property, plant and equipment, primarily computer software, and \$2.5 million for intangible assets. We also made a \$2.0 million investment in a non-marketable equity security of a technology company.

Cash provided by investing activities of approximately \$82.7 million in the year ended December 31, 2008 primarily consisted of proceeds from the maturities of available-for-sale marketable securities of \$430.8 million and proceeds from sale of marketable securities of \$25.0 million, partially offset by purchases of available-for-sale marketable securities of \$363.0 million. Additionally, we paid \$9.9 million to acquire property and equipment, primarily computer equipment and computer software licenses.

### *Financing Activities*

Cash used in financing activities was \$127.5 million in the year ended December 31, 2010 was primarily due to the payment upon maturity of \$137.0 million in face value of 2010 Notes and stock repurchased with an aggregate price of \$195.1 million under our share repurchase program, which includes the shares purchased under Share Repurchase Agreement with J.P. Morgan, offset by proceeds received of \$192.0 million from the issuance of common stock pursuant to the Stock Purchase Agreement with Samsung. Additionally, we received approximately \$16.5 million from the issuance of common stock under equity incentive plans.

Cash provided by financing activities was \$188.9 million in the year ended December 31, 2009. We received proceeds of \$168.2 million from the issuance of 2014 Notes. Additionally, we received approximately \$20.7 million from the issuance of common stock under equity incentive plans.

Cash used in financing activities was \$47.5 million in the year ended December 31, 2008. We repurchased stock with an aggregate price of \$49.2 million under our share repurchase program. Additionally, we repurchased approximately \$23.1 million in face value of our zero coupon convertible senior notes for \$18.7 million. We also received approximately \$21.7 million from the issuance of common stock under equity incentive plans. In addition, we paid \$1.3 million under installment payment plans used to acquire software license agreements.

We currently anticipate that existing cash, cash equivalents and marketable securities balances and cash flows from operations will be adequate to meet our cash needs for at least the next 12 months, including any cash needs to purchase the shares of contingently redeemable common stock that may be put back to us by Samsung in 2011. In February 2010, we satisfied our requirement to pay the 2010 Notes with an aggregate principal amount of \$137.0 million. We do not anticipate any liquidity constraints as a result of either the current credit environment or investment fair value fluctuations. We have the ability to hold and we believe that we can recover the amortized cost of our investments. There is no evidence of impairment due to credit losses in our portfolio. We continually monitor the credit risk in our portfolio and mitigate our credit risk exposures in accordance with our policies. We may also incur additional expenditures related to future potential restructuring activities. As described elsewhere in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" and this Annual Report on Form 10-K, we are involved in ongoing litigation related to our intellectual property and our past stock option investigation. Any adverse settlements or judgments in any of this litigation could have a material adverse impact on our results of operations, cash balances and cash flows in the period in which such events occur.

## Contractual Obligations

On December 15, 2009, we entered into a definitive triple net space lease agreement with MT SPE, LLC (the “Landlord”) whereby we lease approximately 125,000 square feet of office space located at 1050 Enterprise Way in Sunnyvale, California (the “Sunnyvale Lease”). The office space is used for our corporate headquarters, as well as engineering, marketing and administrative operations and activities. We moved to the new premises in the fourth quarter of 2010 following substantial completion of leasehold improvements. The Sunnyvale Lease has a term of 120 months from the commencement date. The initial annual base rent is \$3.7 million, subject to a full abatement of rent for the first six months of the Sunnyvale Lease term, but with the rent for the seventh month paid in December 2009 in order to gain access to the building. The annual base rent increases each year to certain fixed amounts over the course of the term as set forth in the Sunnyvale Lease and will be \$4.8 million in the tenth year. In addition to the base rent, we also pay operating expenses, insurance expenses, real estate taxes and a management fee. We have two options to extend the Sunnyvale Lease for a period of 60 months each and a one-time option to terminate the Sunnyvale Lease after 84 months in exchange for an early termination fee.

Since certain improvements we constructed are considered structural in nature and we are responsible for any cost overruns, for accounting purposes, we are treated in substance as the owner of the construction project during the construction period. Accordingly, as of December 31, 2009, we have capitalized \$25.1 million in property, plant and equipment based on the estimated fair value of the portion of the unfinished building along with a corresponding imputed financing obligation for the same amount. The fair value was determined as of December 31, 2009 using level 3 fair value inputs (defined as prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity)) and the cost approach which measures the value of an asset as the cost to reconstruct or replace it with another asset of like utility.

Following substantial completion of construction in the fourth quarter of 2010, we occupied the building. At completion, we concluded that we retained sufficient continuing involvement to preclude de-recognition of the building under the FASB authoritative guidance applicable to the sale leasebacks of real estate. As such, we continue to account for the building as owned real estate and to record an imputed financing obligation for our obligation to the legal owner. In addition, we capitalized \$1.5 million of interest on the building with a corresponding imputed financing obligation for the same amount.

Pursuant to the terms of the Sunnyvale Lease, the landlord has agreed to reimburse us approximately \$9.1 million, of which \$0.3 million was received in 2010. We expect the remaining \$8.8 million to be received in 2011. We recognized the \$0.3 million reimbursement as additional imputed financing obligation under the FASB authoritative guidance as such payment from the landlord is deemed to be an imputed financing obligation. Monthly lease payments on the facility are allocated between the land element of the lease (which is accounted for as an operating lease) and the imputed financing obligation. The imputed financing obligation is amortized using the effective interest method and the interest rate determined in accordance with the requirements of sale leaseback accounting. For the year ended December 31, 2010, we recognized in its statement of operations \$0.4 million of interest expense in connection with the imputed financing obligation. At December 31, 2010, the imputed financing obligation balance in connection with the new facility was \$27.3 million, of which \$0.2 million was classified under other accrued liabilities in the current liabilities section and \$27.1 million was classified under long-term imputed financing obligation. At the end of the initial ten year lease term, should we decide not to renew the lease, we would reverse the equal amounts of the net book value of the building and the corresponding imputed financing obligation.

On March 8, 2010, we entered into a lease agreement with Fogg-Brecksville Development Co. (the “Ohio Landlord”) for 24,814 square feet of space consisting of 7,158 square feet of office area and 17,656 square feet of warehouse area, located in Brecksville, Ohio (the “Ohio Lease”). We moved to the new premises at the end of the third quarter of 2010 following substantial completion of leasehold improvements. The warehouse area was converted into office space and manufacturing space. The office space is used for the LDT group’s engineering activities while the manufacturing space is used for the manufacturer of prototypes for the LDT group. The Ohio Lease has a term of 60 months from the commencement date which is the earlier of (i) the date upon which we first take occupancy of the premises once the construction work is completed or (ii) the first day of the month following completion and notification by the lessor to us of completion of construction of the building. The initial annual base



rent is approximately \$136,000. In addition to the base rent, we also pay operating expenses, insurance expenses, real estate taxes and a management fee. We have an option to extend the Ohio Lease for an additional period of 60 months.

Since certain improvements we constructed are considered structural in nature and we are responsible for any cost overruns, for accounting purposes, we are treated in substance as the owner of the construction project during the construction period. Accordingly, as of March 31, 2010, we have capitalized \$0.8 million in property, plant and equipment based on the estimated fair value of the portion of the unfinished building along with a corresponding financing obligation. The fair value was determined as of March 31, 2010 using level 3 fair value inputs and the cost approach which measures the value of an asset as the cost to reconstruct or replace it with another asset of like utility.

Following completion of construction in the fourth quarter of 2010, we occupied the Brecksville facility. At completion, we concluded that we retained sufficient continuing involvement to preclude de-recognition of the building under the FASB authoritative guidance applicable to the sale leasebacks of real estate. As such, we continue to account for the building as owned real estate and to record an imputed financing obligation for our obligation to the legal owner. At the end of the lease term in 2015, we have an option to renew the lease for an additional 60 months. As a result of the significant amount of construction costs, we currently would expect to renew the lease for an additional 60 months so the lease term for accounting purposes will be the period of intended use of ten years. The lease payments are recorded as interest expense using the effective interest method over the term of the lease and the building is depreciated on a straight-line basis over a period of 15 years. For the year ended December 31, 2010, we recognized in our statement of operations \$29 thousand of interest expense in connection with the imputed financing obligation. At December 31, 2010, the imputed financing obligation balance in connection with the new facility was \$0.8 million which was classified under long-term imputed financing obligation. At the end of the ten year intended use term, we would reverse the equal amounts of the net book value of the building and the corresponding imputed financing obligation.

On June 29, 2009, we entered into an Indenture with U.S. Bank, National Association, as trustee, relating to the issuance by us of \$150.0 million aggregate principal amount of 5% convertible senior notes due June 15, 2014. On July 10, 2009, an additional \$22.5 million in aggregate principal amount of 2014 Notes were issued as a result of the underwriters exercising their overallotment option. The aggregate principal amount of the 2014 Notes outstanding as of December 31, 2010 was \$172.5 million, offset by unamortized debt discount of \$51.0 million in the accompanying consolidated balance sheets. The debt discount is currently being amortized over the remaining 42 months until maturity of the 2014 Notes on June 15, 2014. See Note 14, "Convertible Notes," of Notes to Consolidated Financial Statements of this Form 10-K for additional details.

As of December 31, 2010, our material contractual obligations are (in thousands):

	<u>Total</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>Thereafter</u>
<b>Contractual obligations(1)</b>							
Imputed financing obligation . . . . .	\$ 49,590	\$ 4,495	\$ 4,914	\$ 5,035	\$ 5,155	\$5,275	\$24,716
Leases . . . . .	5,525	2,851	1,625	371	357	321	—
Software licenses(2) . . . . .	8,628	6,640	1,988	—	—	—	—
Convertible notes . . . . .	172,500	—	—	—	172,500	—	—
Interest payments related to convertible notes . . . . .	<u>29,807</u>	<u>8,625</u>	<u>8,625</u>	<u>8,625</u>	<u>3,932</u>	<u>—</u>	<u>—</u>
Total . . . . .	<u>\$266,050</u>	<u>\$22,611</u>	<u>\$17,152</u>	<u>\$14,031</u>	<u>\$181,944</u>	<u>\$5,596</u>	<u>\$24,716</u>

(1) The above table does not reflect possible payments in connection with uncertain tax benefits of approximately \$11.8 million including \$7.2 million recorded as a reduction of long-term deferred tax assets and \$4.6 million in long-term income taxes payable, as of December 31, 2010. As noted in Note 11, "Income Taxes," of Notes to Consolidated Financial Statements of this Form 10-K, although it is possible that some of the unrecognized tax benefits could be settled within the next 12 months, we cannot reasonably estimate the outcome at this time. The



above table does not reflect possible payments in connection with the contingently redeemable common stock discussed below.

- (2) We have commitments with various software vendors for non-cancellable license agreements that generally have terms longer than one year. The above table summarizes those contractual obligations as of December 31, 2010 which are also listed on our balance sheet under current and other long term liabilities.

### **Contingently Redeemable Common Stock**

On January 19, 2010, pursuant to the terms of the Stock Purchase Agreement, Samsung purchased for cash from us 9.6 million shares of our common stock (the “Shares”) with certain restrictions and put rights. The issuance of the Shares by us to Samsung was made through a private transaction. The Stock Purchase Agreement provides Samsung a one-time put right, beginning 18 months after the date of the Stock Purchase Agreement and extending to 19 months after the date of the Stock Purchase Agreement, to elect to put back to us up to 4.8 million of the Shares at the original issue price of \$20.885 per share (for an aggregate purchase price of up to \$100.0 million). The 4.8 million shares have been recorded as contingently redeemable common stock on the consolidated balance sheet as of December 31, 2010.

The Stock Purchase Agreement prohibits the transfer of the Shares by Samsung for 18 months after the date of the Stock Purchase Agreement, subject to certain exceptions. After expiration of the transfer restriction period on July 18, 2011, the Stock Purchase Agreement provides that Samsung may transfer a limited number of shares on a daily basis, provides us with a right of first offer for proposed transfers above such daily limits, and, if no sale occurs to us under the right of first offer, allows Samsung to transfer the Shares. Under the Stock Purchase Agreement, we have also agreed that after the transfer restriction period, Samsung will have certain rights to register the Shares for sale under the securities laws of the United States, subject to customary terms and conditions.

See Note 3, “Settlement Agreement with Samsung,” of Notes to Consolidated Financial Statements of this Form 10-K for further discussion.

### **Share Repurchase Program**

In October 2001, the “Board” approved a share repurchase program of our Common Stock, principally to reduce the dilutive effect of employee stock options. Under this program, the Board approved the authorization to repurchase up to 19.0 million shares of our outstanding Common Stock over an undefined period of time. On February 25, 2010, the Board approved a new share repurchase program authorizing the repurchase of up to an additional 12.5 million shares. Share repurchases under the program may be made through open market, established plan or privately negotiated transactions in accordance with all applicable securities laws, rules, and regulations. There is no expiration date applicable to the program. The new share repurchase program replaces the program authorized in October 2001.

On August 19, 2010, we entered into the Share Repurchase Agreement with JP Morgan to repurchase approximately \$90.0 million of our Common Stock, as part of our share repurchase program. Under the Share Repurchase Agreement, we pre-paid to JP Morgan the \$90.0 million purchase price in the third quarter of 2010 for the Common Stock and JP Morgan delivered to us approximately 4.8 million shares of Common Stock at an average price of \$18.88 at the completion of the Share Repurchase Agreement in December 2010.

For the year ended December 31, 2010, we repurchased approximately 9.5 million shares of our Common Stock with an aggregate price of approximately \$195.1 million, including the price paid pursuant to the Share Repurchase Agreement. As of December 31, 2010, we had repurchased a cumulative total of approximately 26.3 million shares of our Common Stock with an aggregate price of approximately \$428.9 million since the commencement of the program in 2001. As of December 31, 2010, there remained an outstanding authorization to repurchase approximately 5.2 million shares of our outstanding Common Stock.

We record stock repurchases as a reduction to stockholders’ equity. We record a portion of the purchase price of the repurchased shares as an increase to accumulated deficit when the price of the shares repurchased exceeds the average original proceeds per share received from the issuance of Common Stock. During the year ended December 31, 2010, the cumulative price of the shares repurchased exceeded the proceeds received from the

issuance of the same number of shares. The excess of \$163.6 million was recorded as an increase to accumulated deficit for the year ended December 31, 2010. During the year ended December 31, 2009, we did not repurchase any Common Stock.

### **Shareholder Litigation Related to Historical Stock Option Practices**

See Note 15 “Litigation and Asserted Claims,” of Notes to Consolidated Financial Statements of this Form 10-K for further discussion.

### **Critical Accounting Policies and Estimates**

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, investments, income taxes, litigation and other contingencies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

#### ***Revenue Recognition***

##### *Overview*

We recognize revenue when persuasive evidence of an arrangement exists, we have delivered the product or performed the service, the fee is fixed or determinable and collection is reasonably assured. If any of these criteria are not met, we defer recognizing the revenue until such time as all criteria are met. Determination of whether or not these criteria have been met may require us to make judgments, assumptions and estimates based upon current information and historical experience.

Our revenue consists of royalty revenue and contract revenue generated from agreements with semiconductor companies, system companies and certain reseller arrangements. Royalty revenue consists of patent license and technology license royalties. Contract revenue consist of fixed license fees, fixed engineering fees and service fees associated with integration of our technology solutions into our customers’ products. Contract revenue may also include support or maintenance. Reseller arrangements generally provide for the pass-through of a percentage of the fees paid to the reseller by the reseller’s customer for use of our patent and technology licenses. We do not recognize revenue for these arrangements until we have received notice of revenue earned by and paid to the reseller, accompanied by the pass-through payment from the reseller. We do not pay commissions to the reseller for these arrangements.

In addition, we may enter into certain settlements of patent infringement disputes. The amount of consideration received upon any settlement (including but not limited to past royalty payments, future royalty payments and punitive damages) is allocated to each element of the settlement based on the Fair Value of each element. In addition, revenues related to past royalties are recognized upon execution of the agreement by both parties, provided that the amounts are fixed or determinable, there are no significant undelivered obligations and collectability is reasonably assured. We do not recognize any revenues prior to execution of the agreement since there is no reliable basis on which we can estimate the amounts for royalties related to previous periods or assess collectability. Elements that are related to royalty revenue in nature (including but not limited to past royalty payments and future royalty payments) will be recorded as royalty revenue in the consolidated statements of operations. Elements that are not related to royalty revenue in nature (including but not limited to punitive damage and settlement) will be

recorded as gain from settlement which is reflected as a separate line item within the operating expenses section in the consolidated statements of operations.

Many of our licensees have the right to cancel their licenses. In such arrangements, revenue is only recognized to the extent that is consistent with the cancellation provisions. Cancellation provisions within such contracts generally provide for a prospective cancellation with no refund of fees already remitted by customers for products provided and payment for services rendered prior to the date of cancellation. Unbilled receivables represent enforceable claims and are deemed collectible in connection with our revenue recognition policy.

### ***Royalty Revenue***

We recognize royalty revenue upon notification by our licensees and when deemed collectible. The terms of the royalty agreements generally either require licensees to give us notification and to pay the royalties within 60 days of the end of the quarter during which the sales occur or are based on a fixed royalty that is due within 45 days of the end of the quarter. We have two types of royalty revenue: (1) patent license royalties and (2) technology license royalties.

*Patent licenses.* We license our broad portfolio of patented inventions to semiconductor and systems companies who use these inventions in the development and manufacture of their own products. Such licensing agreements may cover the license of part, or all, of our patent portfolio. The contractual terms of the agreements generally provide for payments over an extended period of time. For the licensing agreements with fixed royalty payments, we generally recognize revenue from these arrangements as amounts become due. For the licensing agreements with variable royalty payments which can be based on either a percentage of sales or number of units sold, we earn royalties at the time that the licensees' sales occur. Our licensees, however, do not report and pay royalties owed for sales in any given quarter until after the conclusion of that quarter. As we are unable to estimate the licensees' sales in any given quarter to determine the royalties due to us, we recognize royalty revenues based on royalties reported by licensees during the quarter and when other revenue recognition criteria are met.

*Technology licenses.* We develop proprietary and industry-standard chip interface products, such as RDRAM™ and XDR™ that we provide to our customers under technology license agreements. These arrangements include royalties, which can be based on either a percentage of sales or number of units sold. We earn royalties on such licensed products sold worldwide by our licensees at the time that the licensees' sales occur. Our licensees, however, do not report and pay royalties owed for sales in any given quarter until after the conclusion of that quarter. As we are unable to estimate the licensees' sales in any given quarter to determine the royalties due to us, we recognize royalty revenues based on royalties reported by licensees during the quarter and when other revenue recognition criteria are met.

### ***Contract Revenue***

We generally recognize revenue using percentage of completion for development contracts related to licenses of our interface solutions, such as XDR™ and FlexIO™ that involve significant engineering and integration services. For all license and service agreements accounted for using the percentage-of-completion method, we determine progress to completion using input measures based upon contract costs incurred. We have evaluated use of output measures versus input measures and have determined that our output is not sufficiently uniform with respect to cost, time and effort per unit of output to use output measures as a measure of progress to completion. Part of these contract fees may be due upon the achievement of certain milestones, such as provision of certain deliverables by us or production of chips by the licensee. The remaining fees may be due on pre-determined dates and include significant up-front fees.

A provision for estimated losses on fixed price contracts is made, if necessary, in the period in which the loss becomes probable and can be reasonably estimated. If we determine that it is necessary to revise the estimates of the total costs required to complete a contract, the total amount of revenue recognized over the life of the contract would not be affected. However, to the extent the new assumptions regarding the total efforts necessary to complete a project are less than the original assumptions, the contract fees would be recognized sooner than originally expected. Conversely, if the newly estimated total efforts necessary to complete a project are longer than the original assumptions, the contract fees will be recognized over a longer period.

If application of the percentage-of-completion method results in recognizable revenue prior to an invoicing event under a customer contract, we will recognize the revenue and record an unbilled receivable. Amounts invoiced to our customers in excess of recognizable revenue are recorded as deferred revenue. The timing and amounts invoiced to customers can vary significantly depending on specific contract terms and can therefore have a significant impact on deferred revenue or unbilled receivables in any given period.

We also recognize revenue for development contracts related to licenses of our chip interface products that involve non-essential engineering services and post contract support (“PCS”). These SOPs apply to all entities that earn revenue on products containing software, where software is not incidental to the product as a whole. Contract fees for the products and services provided under these arrangements are comprised of license fees and engineering service fees which are not essential to the functionality of the product. Our rates for PCS and for engineering services are specific to each development contract and not standardized in terms of rates or length. Because of these characteristics, we do not have a sufficient population of contracts from which to derive vendor specific objective evidence for each of the elements.

Therefore, after we deliver the product, if the only undelivered element is PCS, we will recognize all revenue ratably over either the contractual PCS period or the period during which PCS is expected to be provided. We review assumptions regarding the PCS periods on a regular basis. If we determine that it is necessary to revise the estimates of the support periods, the total amount of revenue to be recognized over the life of the contract would not be affected.

### ***Litigation***

We are involved in certain legal proceedings, as discussed in Note 15, “Litigation and Asserted Claims,” of Notes to Consolidated Financial Statements of this Form 10-K. Based upon consultation with outside counsel handling our defense in these matters and an analysis of potential results, we accrue for losses related to litigation if we determine that a loss is probable and can be reasonably estimated. If a specific loss amount cannot be estimated, we review the range of possible outcomes and accrue the low end of the range of estimates. Any such accrual would be charged to expense in the appropriate period. We recognize litigation expenses in the period in which the litigation services were provided.

### ***Income Taxes***

As part of preparing our consolidated financial statements, we are required to calculate the income tax expense or benefit which relates to the pretax income or loss for the period. In addition, we are required to assess the realization of the deferred tax asset or liability to be included on the consolidated balance sheet as of the reporting dates.

As of December 31, 2010, our consolidated balance sheet included net deferred tax assets, before valuation allowance, of approximately \$78.3 million, which consists of net operating loss carryovers, tax credit carryovers, depreciation and amortization, employee stock-based compensation expenses and certain liabilities. For the year ended December 31, 2010, a valuation allowance of \$75.4 million reduced net deferred tax assets to \$2.9 million. Management periodically evaluates the realizability of our net deferred tax assets based on all available evidence, both positive and negative. The realization of net deferred tax assets is dependent on our ability to generate sufficient future taxable income during periods prior to the expiration of tax statutes to fully utilize these assets. Our forecasted future operating results are highly influenced by, among other factors, assumptions regarding (1) our ability to achieve our forecasted revenue, (2) our ability to effectively manage our expenses in line with our forecasted revenue and (3) general trends in the semiconductor industry.

We weighed both positive and negative evidence and determined that there is a continued need for a valuation allowance due to projected future losses, which we considered significant negative evidence. Though considered positive evidence, projected income from potential favorable patent and related settlement litigation were not included in the determination for the valuation allowance due to our inability to reliably estimate and objectively verify the timing and amounts of such settlements. Even though we are no longer in a cumulative tax loss position for the last twelve quarters primarily due to certain discrete positive events, the projection of significant future losses is a negative factor that outweighs the positive factors leading to a conclusion that a release of the valuation

allowance is not yet appropriate. If any settlement income is realized, we will reassess our position on maintaining the valuation allowance.

Tax attributes related to stock option windfall deductions are not to be recognized until they result in a reduction of cash taxes payable. The benefit of these excess tax benefits will be recorded to equity when they reduce cash taxes payable.

The calculation of our tax liabilities involves uncertainties in the application of complex tax law and regulations in a multitude of jurisdictions. Although FASB Accounting Standards Codification (“ASC”) 740 Income Taxes, provides further clarification on the accounting for uncertainty in income taxes, significant judgment is required by management. If the ultimate resolution of tax uncertainties is different from what is currently estimated, a material impact on income tax expense could result.

### ***Stock-Based Compensation***

For the years ended December 31, 2010, 2009 and 2008, we maintained stock plans covering a broad range of potential equity grants including stock options, nonvested equity stock and equity stock units and performance based instruments. In addition, we sponsor an Employee Stock Purchase Plan (“ESPP”), whereby eligible employees are entitled to purchase Common Stock semi-annually, by means of limited payroll deductions, at a 15% discount from the fair market value of the Common Stock as of specific dates.

The accounting guidance for share-based payments requires the measurement and recognition of compensation expense in our statement of operations for all share-based payment awards made to our employees, directors and consultants including employee stock options, nonvested equity stock and equity stock units, and employee stock purchase grants. Stock-based compensation expense is measured at grant date, based on the estimated fair value of the award, reduced by an estimate of the annualized rate of expected forfeitures, and is recognized as expense over the employees’ expected requisite service period, generally using the straight-line method. In addition, the accounting guidance for share-based payments requires the benefits of tax deductions in excess of recognized compensation expense to be reported as a financing cash flow, rather than as an operating cash flow as prescribed under previous accounting rules. Our forfeiture rate represents the historical rate at which our stock-based awards were surrendered prior to vesting. The accounting guidance for share-based payments requires forfeitures to be estimated at the time of grant and revised on a cumulative basis, if necessary, in subsequent periods if actual forfeitures differ from those estimates. See Note 8, “Equity Incentive Plans and Stock-Based Compensation,” of Notes to Consolidated Financial Statements of this Form 10-K for more information regarding the valuation of stock-based compensation.

### ***Marketable Securities***

Available-for-sale securities are carried at fair value, based on quoted market prices, with the unrealized gains or losses reported, net of tax, in stockholders’ equity as part of accumulated other comprehensive income (loss). The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity, both of which are included in interest and other income, net. Realized gains and losses are recorded on the specific identification method and are included in interest and other income, net. We review our investments in marketable securities for possible other than temporary impairments on a regular basis. If any loss on investment is believed to be other than temporary, a charge will be recognized in operations. In evaluating whether a loss on a debt security is other than temporary, we consider the following factors: 1) our intent to sell the security, 2) if we intend to hold the security, whether or not it is more likely than not that we will be required to sell the security before recovery of the security’s amortized cost basis and 3) even if we intend to hold the security, whether or not we expect the security to recover the entire amortized cost basis. Due to the high credit quality and short term nature of our investments, there have been no other than temporary impairments recorded to date. The classification of funds between short-term and long-term is based on whether the securities are available for use in operations or other purposes.

### ***Goodwill***

Costs in excess of the fair value of tangible and other intangible assets acquired and liabilities assumed in a business combination are recorded as goodwill. The accounting treatment for goodwill requires that companies not



amortize goodwill, but instead test for impairment at least annually using a two-step approach. We evaluate goodwill, at a minimum, on an annual basis and whenever events and changes in circumstances suggest that the carrying amount may not be recoverable. Impairment of goodwill is tested at the reporting unit level by comparing each reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit. The fair values of the reporting units are estimated using a combination of the income, or discounted cash flows, approach and the market approach, which utilizes comparable companies' data. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired and a second step is performed to measure the amount of impairment. The second step involves determining the fair value of goodwill for each reporting unit. Any excess carrying amount of goodwill over the fair value determined in the second step will be recorded as a goodwill impairment loss.

### ***Convertible Notes***

See Note 14, "Convertible Notes," of Notes to Consolidated Financial Statements of this Form 10-K regarding the accounting policy in regards to the adoption of the FASB accounting guidance which clarifies the accounting for convertible debt instruments that may be settled in cash upon conversion, including partial cash settlement.

### ***Recent Accounting Pronouncements***

See Note 2, "Summary of Significant Accounting Policies," of Notes to Consolidated Financial Statements of this Form 10-K for a full description of recent accounting pronouncements including the respective expected dates of adoption.

### ***Expiration of Rights Plan***

Our stockholder rights plan expired in July 2010 and we made the decision not to renew the plan at this time.

## **Item 7A. *Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to financial market risks, primarily arising from the effect of interest rate fluctuations on our investment portfolio. Interest rate fluctuation may arise from changes in the market's view of the quality of the security issuer, the overall economic outlook, and the time to maturity of our portfolio. We mitigate this risk by investing only in high quality, highly liquid instruments. Securities with original maturities of one year or less must be rated by two of the three industry standard rating agencies as follows: A1 by Standard & Poor's, P1 by Moody's and/or F-1 by Fitch. Securities with original maturities of greater than one year must be rated by two of the following industry standard rating agencies as follows: AA- by Standard & Poor's, Aa3 by Moody's and/or AA- by Fitch. By corporate policy, we limit the amount of exposure to \$15.0 million or 10% of the portfolio, whichever is lower, for any one non-U.S. Government issuer. A single U.S. Agency can represent up to 25% of the portfolio. No more than 20% of the total portfolio may be invested in the securities of an industry sector, with money market fund investments evaluated separately. Our policy requires that at least 10% of the portfolio be in securities with a maturity of 90 days or less. We may make investments in U.S. Treasuries, U.S. Agencies, corporate bonds and municipal bonds and notes with maturities up to 36 months. However, the bias of our investment portfolio is shorter maturities. All investments must be U.S. dollar denominated.

We invest our cash equivalents and marketable securities in a variety of U.S. dollar financial instruments such as Treasuries, Government Agencies, Commercial Paper and Corporate Notes. Our policy specifically prohibits trading securities for the sole purposes of realizing trading profits. However, we may liquidate a portion of our portfolio if we experience unforeseen liquidity requirements. In such a case if the environment has been one of rising interest rates we may experience a realized loss, similarly, if the environment has been one of declining interest rates we may experience a realized gain. As of December 31, 2010, we had an investment portfolio of fixed income marketable securities of \$494.9 million including cash equivalents. If market interest rates were to increase immediately and uniformly by 1.0% from the levels as of December 31, 2010, the fair value of the portfolio would decline by approximately \$1.3 million. Actual results may differ materially from this sensitivity analysis.



The table below summarizes the amortized cost, fair value, unrealized gains (losses) and related weighted average interest rates for our cash equivalents and marketable securities portfolio as of December 31, 2010 and December 31, 2009:

	December 31, 2010				
	<u>Fair Value</u>	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Weighted Rate of Return</u>
	(Dollars in thousands)				
Money Market Funds . . . . .	\$132,364	\$132,364	\$ —	\$ —	0.04%
U.S. Government Bonds and Notes . . . . .	266,817	266,840	29	(52)	0.26%
Corporate Notes, Bonds and Commercial Paper . . . . .	95,724	95,773	8	(57)	0.39%
Total cash equivalents and marketable securities . . . . .	494,905	494,977	37	(109)	
Cash . . . . .	17,104	17,104	—	—	
Total cash, cash equivalents and marketable securities . . . . .	<u>\$512,009</u>	<u>\$512,081</u>	<u>\$ 37</u>	<u>\$ (109)</u>	

	December 31, 2009				
	<u>Fair Value</u>	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Weighted Rate of Return</u>
	(Dollars in thousands)				
Money Market Funds . . . . .	\$280,908	\$280,908	\$ —	\$ —	0.01%
U.S. Government Bonds and Notes . . . . .	138,829	138,521	377	(69)	1.09%
Corporate Notes, Bonds and Commercial Paper . . . . .	32,291	32,222	70	(1)	1.89%
Total cash equivalents and marketable securities . . . . .	452,028	451,651	447	(70)	
Cash . . . . .	8,165	8,165	—	—	
Total cash, cash equivalents and marketable securities . . . . .	<u>\$460,193</u>	<u>\$459,816</u>	<u>\$ 447</u>	<u>\$ (70)</u>	

The fair value of our convertible notes is subject to interest rate risk, market risk and other factors due to the convertible feature. The fair value of the convertible notes will generally increase as interest rates fall and decrease as interest rates rise. In addition, the fair value of the convertible notes will generally increase as our common stock prices increase and decrease as the stock prices fall. The interest and market value changes affect the fair value of our convertible notes but do not impact our financial position, cash flows or results of operations due to the fixed nature of the debt obligation. Additionally, we do not carry the convertible notes at fair value. We present the fair value of the convertible notes for required disclosure purposes. The following table summarizes certain information related to our 2014 Notes as of December 31, 2010:

	<u>Fair Value</u>	<u>Fair Value Given a 10% Increase in Market Prices</u>	<u>Fair Value Given a 10% Decrease in Market Prices</u>
	(In thousands)		
5% Convertible Senior Notes due 2014 . . . . .	\$224,504	\$246,954	\$202,053

We invoice our customers in U.S. dollars. Although the fluctuation of currency exchange rates may impact our customers, and thus indirectly impact us, we do not attempt to hedge this indirect and speculative risk. Our overseas operations consist primarily of one design center in India and small business development offices in Germany, Japan, Korea and Taiwan. We monitor our foreign currency exposure; however, as of December 31, 2010, we believe our foreign currency exposure is not material enough to warrant foreign currency hedging.

**Item 8. Financial Statements and Supplementary Data**

See Item 15 “Exhibits and Financial Statement Schedules” of this Form 10-K for required financial statements and supplementary data.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit pursuant to the Securities and Exchange Act of 1934 as amended (“Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Management, with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2010, our disclosure controls and procedures were effective.

The internal control over financial reporting related to the assets acquired under a business combination from Imagine Designs Inc., was excluded from the evaluation of the effectiveness of the Company’s disclosure control and procedures as of the end of the period covered by this report because the assets were acquired in a business combination during 2010. Total assets, revenues and operating expenses of this business combination represent approximately 2.3%, 0% and 0%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2010.

**Management’s Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and dispositions of assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with the authorization of our management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management has excluded the business acquired from Imagine Design Inc., from its assessment of internal control over financial reporting as of December 31, 2010 because it was acquired by the Company in a business

combination during the year ended December 31, 2010. Total assets, revenues and operating expenses from this business combination represent 2.3%, 0% and 0%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2010.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2010. In making this assessment, our management used the criteria set forth in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). Based on the results of this assessment, management has concluded that, as of December 31, 2010, our internal control over financial reporting was effective based on the criteria in *Internal Control — Integrated Framework* issued by the COSO.

The effectiveness of our internal control over financial reporting as of December 31, 2010 has been audited by PricewaterhouseCoopers, LLP, an independent registered public accounting firm, as stated in their report which appears herein.

### **Changes in Internal Control Over Financial Reporting**

There were no changes in internal control over financial reporting during the last fiscal quarter that has materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Item 9B. Other Information**

None.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

The information responsive to this item is incorporated herein by reference to our Proxy Statement for our 2011 annual meeting of stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K. The information under the heading “Our Executive Officers” in Part I, Item 1 of this Annual Report on Form 10-K is also incorporated herein by reference.

We have a Code of Business Conduct and Ethics for all of our directors, officers and employees. Our Code of Business Conduct and Ethics is available on our website at <http://investor.rambus.com/documentdisplay.cfm?DocumentID=5115>. To date, there have been no waivers under our Code of Business Conduct and Ethics. We will post any amendments or waivers, if and when granted, of our Code of Business Conduct and Ethics on our website.

### **Item 11. Executive Compensation**

The information responsive to this item is incorporated herein by reference to our Proxy Statement for our 2011 annual meeting of stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information responsive to this item is incorporated herein by reference to our Proxy Statement for our 2011 annual meeting of stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information responsive to this item is incorporated herein by reference to our Proxy Statement for our 2011 annual meeting of stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

**Item 14. *Principal Accountant Fees and Services***

The information responsive to this item is incorporated herein by reference to our Proxy Statement for our 2011 annual meeting of stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

**PART IV**

**Item 15. *Exhibits and Financial Statement Schedules***

**(a)(1) Financial Statements**

The following consolidated financial statements of the Registrant and Report of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm, are included herewith:

	<u>Page</u>
Report of Independent Registered Public Accounting Firm . . . . .	56
Consolidated Balance Sheets as of December 31, 2010 and 2009 . . . . .	57
Consolidated Statements of Operations for the years ended December 31, 2010, 2009 and 2008 . . . . .	58
Consolidated Statements of Stockholders' Equity and Comprehensive Loss for the years ended December 31, 2010, 2009 and 2008 . . . . .	59
Consolidated Statements of Cash Flows for the years ended December 31, 2010, 2009 and 2008 . . . . .	60
Notes To Consolidated Financial Statements . . . . .	61
Consolidated Supplementary Financial Data (unaudited) . . . . .	113

**(a)(2) Financial Statement Schedule**

The following financial statement schedule of the Registrant is included herewith and should be read in conjunction with the Financial Statements included in this Item 15:

	<u>Page</u>
Schedule II — Valuation and Qualifying Accounts . . . . .	114

All other schedules are omitted because they are not applicable or the required information is shown in the Financial Statements or the notes thereto.

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Rambus Inc.:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15 (a)(1) present fairly, in all material respects, the financial position of Rambus Inc. and its subsidiaries at December 31, 2010 and December 31, 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010 based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting, under item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's Report on Internal Control over Financial Reporting, management has excluded the business acquired from Imagine Design Inc., from its assessment of internal control over financial reporting as of December 31, 2010 because it was acquired by the Company in a business combination during the year ended December 31, 2010. Total assets, revenues and operating expenses of this business combination represent approximately 2.3%, 0% and 0%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2010.

/s/ PricewaterhouseCoopers LLP

San Jose, California  
February 25, 2011

**RAMBUS INC.**  
**CONSOLIDATED BALANCE SHEETS**

	<b>December 31,</b>	
	<b>2010</b>	<b>2009</b>
	<b>(In thousands, except shares and per share amounts)</b>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents . . . . .	\$ 215,262	\$ 289,073
Marketable securities . . . . .	296,747	171,120
Accounts receivable . . . . .	2,600	949
Prepays and other current assets . . . . .	10,898	8,700
Deferred taxes . . . . .	2,420	129
Total current assets . . . . .	527,927	469,971
Deferred taxes, long term . . . . .	2,974	2,034
Intangible assets, net . . . . .	40,986	21,660
Goodwill . . . . .	18,154	15,554
Property, plant and equipment, net . . . . .	67,770	38,966
Other assets . . . . .	5,361	7,684
Total assets . . . . .	<b>\$ 663,172</b>	<b>\$ 555,869</b>
<b>LIABILITIES, CONTINGENTLY REDEEMABLE COMMON STOCK &amp; STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable . . . . .	\$ 5,952	\$ 8,972
Accrued salaries and benefits . . . . .	31,634	6,435
Accrued litigation expenses . . . . .	4,060	5,147
Other accrued liabilities . . . . .	14,165	4,506
Non-cash obligation for construction in progress . . . . .	—	25,100
Convertible notes, current . . . . .	—	136,032
Total current liabilities . . . . .	55,811	186,192
Convertible notes, long-term . . . . .	121,500	112,012
Long-term imputed financing obligation . . . . .	27,899	—
Long-term income taxes payable . . . . .	4,577	1,994
Other long-term liabilities . . . . .	5,102	344
Total liabilities . . . . .	214,889	300,542
Commitments and contingencies (Notes 7 and 15)		
Contingently redeemable common stock:		
Issued and outstanding: 4,788,125 shares at December 31, 2010 and no shares at December 31, 2009 . . . . .	113,500	—
Stockholders' equity:		
Convertible preferred stock, \$.001 par value:		
Authorized: 5,000,000 shares; Issued and outstanding: no shares at December 31, 2010 and December 31, 2009 . . . . .	—	—
Common Stock, \$.001 par value:		
Authorized: 500,000,000 shares; Issued and outstanding: 102,676,544 shares at December 31, 2010 and 105,934,157 shares at December 31, 2009 . . . . .	103	106
Additional paid in capital . . . . .	911,632	818,992
Accumulated deficit . . . . .	(576,590)	(563,858)
Accumulated other comprehensive income (loss) . . . . .	(362)	87
Total stockholders' equity . . . . .	334,783	255,327
Total liabilities, contingently redeemable common stock and stockholders' equity . . . . .	<b>\$ 663,172</b>	<b>\$ 555,869</b>

See Notes to Consolidated Financial Statements

Form 10-K



**RAMBUS INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	<u>Years Ended December 31,</u>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<u>(In thousands, except per share amounts)</u>		
Revenue:			
Royalties . . . . .	\$ 320,155	\$108,001	\$ 126,910
Contract revenue . . . . .	<u>3,235</u>	<u>5,006</u>	<u>15,584</u>
Total revenue . . . . .	<u>323,390</u>	<u>113,007</u>	<u>142,494</u>
Operating costs and expenses:			
Cost of revenue* . . . . .	6,937	6,876	21,303
Research and development* . . . . .	92,706	67,252	76,222
Marketing, general and administrative* . . . . .	119,475	128,199	124,077
Costs (recoveries) of restatement and related legal activities, net . . . .	4,190	(13,458)	3,262
Gain from settlement . . . . .	(126,800)	—	—
Restructuring costs* . . . . .	—	—	4,185
Impairment of intangible asset . . . . .	—	—	<u>2,158</u>
Total operating costs and expenses . . . . .	<u>96,508</u>	<u>188,869</u>	<u>231,207</u>
Operating income (loss) . . . . .	226,882	(75,862)	(88,713)
Interest income and other income, net . . . . .	861	4,085	15,199
Interest expense . . . . .	<u>(19,699)</u>	<u>(20,950)</u>	<u>(11,805)</u>
Interest and other income (expense), net . . . . .	<u>(18,838)</u>	<u>(16,865)</u>	<u>3,394</u>
Income (loss) before income taxes . . . . .	208,044	(92,727)	(85,319)
Provision for (benefit from) income taxes . . . . .	<u>57,127</u>	<u>(541)</u>	<u>113,791</u>
Net income (loss) . . . . .	<u>\$ 150,917</u>	<u>\$ (92,186)</u>	<u>\$ (199,110)</u>
Net income (loss) per share:			
Basic . . . . .	<u>\$ 1.34</u>	<u>\$ (0.88)</u>	<u>\$ (1.90)</u>
Diluted . . . . .	<u>\$ 1.30</u>	<u>\$ (0.88)</u>	<u>\$ (1.90)</u>
Weighted average shares used in per share calculations:			
Basic . . . . .	<u>112,456</u>	<u>105,011</u>	<u>104,574</u>
Diluted . . . . .	<u>115,884</u>	<u>105,011</u>	<u>104,574</u>
* Includes stock-based compensation:			
Cost of revenue . . . . .	\$ 173	\$ 1,002	\$ 5,187
Research and development . . . . .	\$ 10,165	\$ 9,715	\$ 13,488
Marketing, general and administrative . . . . .	\$ 20,210	\$ 20,868	\$ 18,492
Restructuring costs . . . . .	\$ —	\$ —	\$ 547

See Notes to Consolidated Financial Statements

RAMBUS INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
AND COMPREHENSIVE INCOME/(LOSS)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Gain (Loss)	Total
	Shares	Amount				
	(In thousands)					
Balances at December 31, 2007 . . . . .	105,295	\$105	\$649,996	\$(227,739)	\$ 124	\$ 422,486
Components of comprehensive loss:						
Net loss . . . . .	—	—	—	(199,110)	—	(199,110)
Foreign currency translation adjustments, net of tax . . . . .	—	—	—	—	60	60
Unrealized gain on marketable securities, net of tax . . . . .	—	—	—	—	685	685
Total comprehensive loss . . . . .						<u>(198,365)</u>
Issuance of common stock upon exercise of options, equity stock and stock units, and employee stock purchase plan . . . . .	2,251	2	21,761	—	—	21,763
Repurchase and retirement of common stock under repurchase plan and shares received from a former executive . . . . .	(3,743)	(3)	(5,248)	(44,823)	—	(50,074)
Repurchase of convertible notes . . . . .	—	—	(259)	—	—	(259)
Stock-based compensation . . . . .	—	—	37,761	—	—	37,761
Tax shortfall from equity incentive plans . . . . .	—	—	(371)	—	—	(371)
Balances at December 31, 2008 . . . . .	103,803	\$104	\$703,640	\$(471,672)	\$ 869	\$ 232,941
Components of comprehensive loss:						
Net loss . . . . .	—	—	—	(92,186)	—	(92,186)
Unrealized loss on marketable securities, net of tax . . . . .	—	—	—	—	(782)	(782)
Total comprehensive loss . . . . .						<u>(92,968)</u>
Issuance of common stock upon exercise of options, equity stock and stock units, and employee stock purchase plan . . . . .	2,131	2	19,747	—	—	19,749
Equity component of 5% convertible senior notes due 2014 . . . . .	—	—	63,867	—	—	63,867
Stock-based compensation . . . . .	—	—	31,738	—	—	31,738
Balances at December 31, 2009 . . . . .	105,934	\$106	\$818,992	\$(563,858)	\$ 87	\$ 255,327
Components of comprehensive income:						
Net income . . . . .	—	—	—	150,917	—	150,917
Unrealized loss on marketable securities, net of tax . . . . .	—	—	—	—	(449)	(449)
Total comprehensive income . . . . .						<u>150,468</u>
Issuance of common stock upon exercise of options, equity stock and employee stock purchase plan . . . . .	1,481	1	15,066	—	—	15,067
Issuance of common stock due to the settlement with Samsung . . . . .	4,788	5	78,495	—	—	78,500
Repurchase and retirement of common stock under repurchase plan . . . . .	(9,527)	(9)	(31,449)	(163,649)	—	(195,107)
Stock-based compensation . . . . .	—	—	30,528	—	—	30,528
Balances at December 31, 2010 . . . . .	<u>102,676</u>	<u>\$103</u>	<u>\$911,632</u>	<u>\$(576,590)</u>	<u>\$(362)</u>	<u>\$ 334,783</u>

See Notes to Consolidated Financial Statements

Form 10-K

**RAMBUS INC.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended December 31,		
	2010	2009	2008
	(In thousands)		
Cash flows from operating activities:			
Net income (loss) . . . . .	\$ 150,917	\$ (92,186)	\$(199,110)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Stock-based compensation . . . . .	30,548	31,585	37,167
Depreciation . . . . .	10,101	10,661	11,326
Amortization of intangible assets . . . . .	5,066	2,984	4,339
Non-cash interest expense and amortization of convertible debt issuance costs . . . . .	11,075	16,624	11,805
Deferred tax (benefit) provision . . . . .	(778)	(218)	114,719
Loss (gain) on disposal of property, plant and equipment . . . . .	(153)	15	76
Loss on sale of marketable security . . . . .	87	—	—
Impairment of intangible assets . . . . .	—	—	2,158
Restructuring costs (non-cash) . . . . .	—	—	547
Gain on repurchase of convertible notes . . . . .	—	—	(2,528)
Impairment of investments . . . . .	—	164	—
Recoveries of restatement and related legal activities (non-cash) . . . . .	—	—	(849)
Change in assets and liabilities:			
Accounts receivable . . . . .	(1,651)	554	417
Prepays and other assets . . . . .	4,643	997	1,749
Accounts payable . . . . .	(3,811)	2,520	(3,607)
Accrued salaries and benefits and other accrued liabilities . . . . .	28,050	(5,063)	(2,939)
Accrued litigation expenses . . . . .	(1,087)	(9,118)	(11,969)
Income taxes payable . . . . .	2,211	(111)	(1,775)
Net cash provided by (used in) operating activities . . . . .	<u>235,218</u>	<u>(40,592)</u>	<u>(38,474)</u>
Cash flows from investing activities:			
Acquisition of businesses . . . . .	(17,000)	(26,000)	—
Purchases of property, plant and equipment . . . . .	(26,700)	(2,665)	(9,871)
Acquisition of intangible assets . . . . .	(7,760)	(2,500)	(300)
Purchases of marketable securities . . . . .	(428,768)	(183,217)	(362,968)
Maturities of marketable securities . . . . .	296,639	240,927	430,844
Proceeds from sale of marketable securities . . . . .	1,829	—	24,996
Proceeds from sale of property, plant and equipment . . . . .	257	—	30
Investment in non-marketable security . . . . .	—	(2,000)	—
Net cash provided by (used in) investing activities . . . . .	<u>(181,503)</u>	<u>24,545</u>	<u>82,731</u>
Cash flows from financing activities:			
Proceeds received from issuance of contingently redeemable common stock and common stock pursuant to the settlement agreement with Samsung . . . . .	192,000	—	—
Proceeds from landlord for tenant improvements . . . . .	292	—	—
Proceeds received from issuance of common stock under employee stock plans . . . . .	16,514	20,692	21,688
Payments under installment payment arrangement . . . . .	(4,274)	—	(1,250)
Repurchase and retirement of common stock, including prepayment under share purchase contract . . . . .	(195,108)	—	(49,226)
Repayment of convertible senior notes . . . . .	(136,950)	—	(18,679)
Issuance costs related to the issuance of convertible senior notes . . . . .	—	(4,313)	—
Proceeds from issuance of convertible senior notes . . . . .	—	172,500	—
Net cash provided by (used in) financing activities . . . . .	<u>(127,526)</u>	<u>188,879</u>	<u>(47,467)</u>
Effect of exchange rates on cash and cash equivalents . . . . .	—	—	60
Net increase (decrease) in cash and cash equivalents . . . . .	(73,811)	172,832	(3,150)
Cash and cash equivalents at beginning of year . . . . .	289,073	116,241	119,391
Cash and cash equivalents at end of year . . . . .	<u>\$ 215,262</u>	<u>\$ 289,073</u>	<u>\$ 116,241</u>
Supplemental disclosure of cash flow information:			
Cash paid during the period for:			
Interest . . . . .	\$ 8,625	\$ 3,943	\$ —
Income taxes, net of refunds . . . . .	\$ 56,689	\$ 123	\$ 219
Non-cash investing activities:			
Non-cash obligation for property, plant and equipment . . . . .	\$ 2,260	\$ 25,100	\$ —
Property, plant and equipment received and accrued in accounts payable and other accrued liabilities . . . . .	\$ 4,251	\$ 200	\$ 629
Non-cash financing activities:			
Intangible assets acquired under installment payment arrangement . . . . .	\$ 500	\$ —	\$ —
Property, plant and equipment received and accrued in other long-term liabilities . . . . .	\$ 3,463	\$ —	\$ —

See Notes to Consolidated Financial Statements

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. Formation and Business of the Company

Rambus Inc. (the “Company” or “Rambus”) is a premier intellectual property and technology licensing company. The Company was incorporated in California in March 1990 and reincorporated in Delaware in March 1997. The Company’s primary focus is the creation, design, development and licensing of patented innovations, technologies and architectures that are foundational to nearly all digital electronics products and systems. The Company’s patented innovations and technologies aim to improve the performance, power efficiency, time-to-market and cost-effectiveness of its customers’ products, components and systems offered and used in semiconductors, computers, mobile applications, gaming and graphics, consumer electronics, lighting displays and general lighting. By licensing its patented innovations and technologies, the Company hopes to continuously enrich the end-user experience of the digital electronics products and systems marketed and sold by its customers and licensees. The Company believes it has established an unparalleled licensing platform and business model that will continue to foster the development of new foundational and leading innovations and technologies. As a result, the Company’s goal is to create significant licensing opportunities, and thereby perpetuate strong company operating performance and long term stockholder value.

While the Company has historically focused its efforts in developing and licensing patented innovations and technologies for the semiconductor industry, particularly within chip interfaces, it has initiated diversification efforts to expand its portfolio of patented innovations and technologies into lighting and displays, mobile communications, and additional semiconductor technologies. The Company expects to continue this diversification initiative through the acquisition of assets and the hiring of the inventors, scientists and engineers who will lead the effort to further develop these patented innovations and technologies in these new areas of focus. During 2010, the Company initiated an internal structural reorganization to establish separate business groups for its semiconductor industry focused operations (SBG) and operations focused on new or emerging licensing opportunities (NBG) which includes the LDT group.

#### 2. Summary of Significant Accounting Policies

##### *Financial Statement Presentation*

The accompanying consolidated financial statements include the accounts of Rambus and its wholly owned subsidiaries, Rambus K.K., located in Tokyo, Japan and Rambus Ltd., located in George Town, Grand Caymans, British West Indies, of which Rambus Chip Technologies (India) Private Limited, Rambus Deutschland GmbH, located in Pforzheim, Germany, and Rambus Korea, Inc., located in Seoul, Korea. In addition, Rambus International Ltd. and Rambus Delaware LLC are also subsidiaries. All intercompany accounts and transactions have been eliminated in the accompanying consolidated financial statements. Investments in entities with less than 20% ownership by Rambus and in which Rambus does not have the ability to significantly influence the operations of the investee are accounted for using the cost method and are included in other assets.

##### *Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

##### *Revenue Recognition*

###### *Overview*

Rambus recognizes revenue when persuasive evidence of an arrangement exists, Rambus has delivered the product or performed the service, the fee is fixed or determinable and collection is reasonably assured. If any of these criteria are not met, Rambus defers recognizing the revenue until such time as all criteria are met.

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Determination of whether or not these criteria have been met may require the Company to make judgments, assumptions and estimates based upon current information and historical experience.

Rambus' revenue consists of royalty revenue and contract revenue generated from agreements with semiconductor companies, system companies and certain reseller arrangements. Royalty revenue consists of patent license and technology license royalties. Contract revenue consist of fixed license fees, fixed engineering fees and service fees associated with integration of Rambus' technology solutions into its customers' products. Contract revenue may also include support or maintenance. Reseller arrangements generally provide for the pass-through of a percentage of the fees paid to the reseller by the reseller's customer for use of the Rambus' patent and technology licenses. Rambus does not recognize revenue for these arrangements until it has received notice of revenue earned by and paid to the reseller, accompanied by the pass-through payment from the reseller. Rambus does not pay commissions to the reseller for these arrangements.

In addition, Rambus may enter into certain settlements of patent infringement disputes. The amount of consideration received upon any settlement (including but not limited to past royalty payments, future royalty payments and punitive damages) is allocated to each element of the settlement based on the Fair Value of each element. In addition, revenues related to past royalties are recognized upon execution of the agreement by both parties, provided that the amounts are fixed or determinable, there are no significant undelivered obligations and collectability is reasonably assured. Rambus does not recognize any revenues prior to execution of the agreement since there is no reliable basis on which it can estimate the amounts for royalties related to previous periods or assess collectability. Elements that are related to royalty revenue in nature (including but not limited to past royalty payments and future royalty payments) will be recorded as royalty revenue in the consolidated statements of operations. Elements that are not related to royalty revenue in nature (including but not limited to punitive damage and settlement) will be recorded as gain from settlement which is reflected as a separate line item within the operating expenses section in the consolidated statements of operations.

Many of Rambus' licensees have the right to cancel their licenses. In such arrangements, revenue is only recognized to the extent that is consistent with the cancellation provisions. Cancellation provisions within such contracts generally provide for a prospective cancellation with no refund of fees already remitted by customers for products provided and payment for services rendered prior to the date of cancellation. Unbilled receivables represent enforceable claims and are deemed collectible in connection with our revenue recognition policy.

#### *Royalty Revenue*

Rambus recognizes royalty revenue upon notification by its licensees and when deemed collectible. The terms of the royalty agreements generally either require licensees to give Rambus notification and to pay the royalties within 60 days of the end of the quarter during which the sales occur or are based on a fixed royalty that is due within 45 days of the end of the quarter. Rambus has two types of royalty revenue: (1) patent license royalties and (2) technology license royalties.

*Patent licenses.* Rambus licenses its broad portfolio of patented inventions to semiconductor and systems companies who use these inventions in the development and manufacture of their own products. Such licensing agreements may cover the license of part, or all, of our patent portfolio. The contractual terms of the agreements generally provide for payments over an extended period of time. For the licensing agreements with fixed royalty payments, Rambus generally recognizes revenue from these arrangements as amounts become due. For the licensing agreements with variable royalty payments which can be based on either a percentage of sales or number of units sold, Rambus earns royalties at the time that the licensees' sales occur. Rambus' licensees, however, do not report and pay royalties owed for sales in any given quarter until after the conclusion of that quarter. As Rambus is unable to estimate the licensees' sales in any given quarter to determine the royalties due to Rambus, it recognizes royalty revenues based on royalties reported by licensees during the quarter and when other revenue recognition criteria are met.

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

*Technology licenses.* Rambus develops proprietary and industry-standard chip interface products, such as RDRAM™ and XDR™ that it provides to its customers under technology license agreements. These arrangements include royalties, which can be based on either a percentage of sales or number of units sold. Rambus earns royalties on such licensed products sold worldwide by its licensees at the time that the licensees' sales occur. Rambus' licensees, however, do not report and pay royalties owed for sales in any given quarter until after the conclusion of that quarter. As Rambus is unable to estimate the licensees' sales in any given quarter to determine the royalties due to Rambus, it recognizes royalty revenues based on royalties reported by licensees during the quarter and when other revenue recognition criteria are met.

#### *Contract Revenue*

Rambus generally recognizes revenue using percentage of completion for development contracts related to licenses of its interface solutions, such as XDR™ and FlexIO™ that involve significant engineering and integration services. For all license and service agreements accounted for using the percentage-of-completion method, Rambus determines progress to completion using input measures based upon contract costs incurred. Part of these contract fees may be due upon the achievement of certain milestones, such as provision of certain deliverables by Rambus or production of chips by the licensee. The remaining fees may be due on pre-determined dates and include significant up-front fees.

A provision for estimated losses on fixed price contracts is made, if necessary, in the period in which the loss becomes probable and can be reasonably estimated. If we determine that it is necessary to revise the estimates of the total costs required to complete a contract, the total amount of revenue recognized over the life of the contract would not be affected. However, to the extent the new assumptions regarding the total efforts necessary to complete a project are less than the original assumptions, the contract fees would be recognized sooner than originally expected. Conversely, if the newly estimated total efforts necessary to complete a project are longer than the original assumptions, the contract fees will be recognized over a longer period.

If application of the percentage-of-completion method results in recognizable revenue prior to an invoicing event under a customer contract, Rambus will recognize the revenue and record an unbilled receivable. Amounts invoiced to its customers in excess of recognizable revenue are recorded as deferred revenue. The timing and amounts invoiced to customers can vary significantly depending on specific contract terms and can therefore have a significant impact on deferred revenue or unbilled receivables in any given period.

Rambus also recognizes revenue for development contracts related to licenses of its chip interface products that involve non-essential engineering services and post contract support ("PCS"). These SOPs apply to all entities that earn revenue on products containing software, where software is not incidental to the product as a whole. Contract fees for the products and services provided under these arrangements are comprised of license fees and engineering service fees which are not essential to the functionality of the product. Rambus' rates for PCS and for engineering services are specific to each development contract and not standardized in terms of rates or length. Because of these characteristics, Rambus does not have a sufficient population of contracts from which to derive vendor specific objective evidence for each of the elements.

Therefore, after Rambus delivers the product, if the only undelivered element is PCS, Rambus will recognize all revenue ratably over either the contractual PCS period or the period during which PCS is expected to be provided. Rambus reviews assumptions regarding the PCS periods on a regular basis. If Rambus determines that it is necessary to revise the estimates of the support periods, the total amount of revenue to be recognized over the life of the contract would not be affected.

#### *Cash and Cash Equivalents*

Cash equivalents are highly liquid investments with original maturity of three months or less at the date of purchase. The Company maintains its cash balances with high quality financial institutions. The cash equivalent



## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

balances are invested in highly-rated and highly-liquid money market securities and certain U.S. government obligations.

#### *Marketable Securities*

Available-for-sale securities are carried at fair value, based on quoted market prices, with the unrealized gains or losses reported, net of tax, in stockholders' equity as part of accumulated other comprehensive income (loss). The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity, both of which are included in interest and other income, net. Realized gains and losses are recorded on the specific identification method and are included in interest and other income, net. The Company reviews its investments in marketable securities for possible other than temporary impairments on a regular basis. If any loss on investment is believed to be a credit loss, a charge will be recognized in operations. In evaluating whether a credit loss on a debt security has occurred, the Company considers the following factors: 1) the Company's intent to sell the security, 2) if the Company intends to hold the security, whether or not it is more likely than not that the Company will be required to sell the security before recovery of the security's amortized cost basis and 3) even if the Company intends to hold the security, whether or not the Company expects the security to recover the entire amortized cost basis. Due to the high credit quality and short term nature of the Company's investments, there have been no credit losses recorded to date. The classification of funds between short-term and long-term is based on whether the securities are available for use in operations or other purposes.

#### *Non-Marketable Securities*

The Company has an investment in a non-marketable security of a private company which is carried at cost. The Company monitors the investments for other-than-temporary impairment and records appropriate reductions in carrying value when necessary. The non-marketable security is classified as other assets in the consolidated balance sheets.

#### *Fair Value of Financial Instruments*

The amounts reported for cash equivalents, marketable securities, accounts receivable, accounts payable, and accrued liabilities are considered to approximate fair value based upon comparable market information available at the respective balance sheet dates. The Company adopted the fair value measurement statement Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, "Fair Value Measurements and Disclosures", effective January 1, 2008 for financial assets and liabilities measured on a recurring basis. The statement applies to all financial assets and financial liabilities that are being measured and reported on a fair value basis and requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. For the discussion regarding the impact of the adoption of the statement on the Company's marketable securities, see Note 16, "Fair Value of Financial Instruments." Additionally, the Company has adopted the fair value guidance for financial assets and financial liabilities, effective January 1, 2008, which permits an entity to choose to measure many financial instruments and certain other items at fair value at specified election dates. The Company has not elected the fair value option for financial instruments not already carried at fair value.

#### *Property, Plant and Equipment*

Property, plant and equipment includes computer equipments, software, leasehold improvements, furniture and fixtures and buildings. Computer equipment, computer software and furniture and fixtures are stated at cost and depreciated on a straight-line basis over an estimated useful life of three years. The Company undertook a series of structural improvements to ready the Sunnyvale and Brecksville facilities for its use. The Company concluded that its requirement to fund construction costs and responsibility for cost overruns resulted in the Company being considered the owner of the buildings during the construction period for accounting purposes. Following substantial

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

completion of construction, the Company occupied both facilities. At completion, the Company concluded that it retained sufficient continuing involvement to preclude de-recognition of the buildings under the FASB authoritative guidance applicable to sale leaseback for real estate. As such, the Company continues to account for the buildings as owned real estate and to record an imputed financing obligation for our obligation to the legal owners. The buildings will be depreciated on a straight-line basis over an estimated useful life of 15 to 39 years. See Note 5, “Balance Sheet Details,” and Note 7, “Commitments and Contingencies,” for additional details. Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the initial terms of the leases. Upon disposal, assets and related accumulated depreciation are removed from the accounts and the related gain or loss is included in results from operations.

#### *Segment Reporting*

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision makers in deciding how to allocate resources and in assessing performance. Rambus has two business groups: the Semiconductor Business Group (“SBG”) which focuses on the design, development and licensing of semiconductor technology, and the New Business Group (“NBG”) which focuses on the design, development and licensing of lighting, display and mobile technologies. These two business groups were considered operating segments but only SBG was considered a reportable segment as NBG did not meet the quantitative thresholds for disclosure as a reportable segment. In addition, Rambus operates in three geographic regions: North America, Asia and Europe.

#### *Research and Development*

Costs incurred in research and development, which include engineering expenses, such as salaries and related benefits, stock-based compensation, depreciation, professional services and overhead expenses related to the general development of Rambus’ products, are expensed as incurred. Software development costs are capitalized beginning when a product’s technological feasibility has been established and ending when a product is available for general release to customers. Rambus has not capitalized any software development costs since the period between establishing technological feasibility and general customer release is relatively short and as such, these costs have not been significant.

#### *Income Taxes*

Income taxes are accounted for using an asset and liability approach, which requires the recognition of deferred tax assets and liabilities for expected future tax events that have been recognized differently in Rambus’ consolidated financial statements and tax returns. The measurement of current and deferred tax assets and liabilities is based on provisions of the enacted tax law and the effects of future changes in tax laws and rates. A valuation allowance is established when necessary to reduce deferred tax assets to amounts expected to be realized.

In addition, the calculation of the Company’s tax liabilities involves dealing with uncertainties in the application of complex tax regulations. As a result, the Company reports a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in its tax return. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes.

#### *Stock-Based Compensation and Equity Incentive Plans*

For the years ended December 31, 2010, 2009 and 2008, the Company maintained stock plans covering a broad range of equity grants including stock options, nonvested equity stock and equity stock units and performance based instruments. In addition, the Company sponsors an Employee Stock Purchase Plan (“ESPP”), whereby eligible employees are entitled to purchase Common Stock semi-annually, by means of limited payroll deductions, at a 15% discount from the fair market value of the Common Stock as of specific dates.

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Rambus will only recognize a tax benefit from stock-based awards in additional paid-in capital if an incremental tax benefit is realized after all other tax attributes currently available have been utilized. In addition, Rambus has elected to account for the indirect effects of stock-based awards on other tax attributes, such as the research tax credits, through the statement of operations as part of the tax effect of stock-based compensation.

#### *Computation of Earnings (Loss) Per Share*

Basic earnings (loss) per share is calculated by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated by dividing the earnings (loss) by the weighted average number of common shares and potentially dilutive securities outstanding during the period. Potentially dilutive common shares consist of incremental common shares issuable upon exercise of stock options, employee stock purchases, restricted stock and restricted stock units, and shares issuable upon the conversion of convertible notes. The dilutive effect of outstanding shares is reflected in diluted earnings per share by application of the treasury stock method. This method includes consideration of the amounts to be paid by the employees, the amount of excess tax benefits that would be recognized in equity if the instrument was exercised and the amount of unrecognized stock-based compensation related to future services. No potential dilutive common shares are included in the computation of any diluted per share amount when a net loss is reported. As discussed in Note 3, "Settlement Agreement with Samsung," the Company reported approximately 4.8 million shares issued to Samsung as contingently redeemable common stock due to the contractual put rights associated with those shares. As such, the Company uses the two-class method for reporting earnings per share.

#### *Goodwill*

Costs in excess of the fair value of tangible and other intangible assets acquired and liabilities assumed in a business combination are recorded as goodwill. The accounting treatment for goodwill, requires that companies not amortize goodwill, but instead test for impairment at least annually using a two-step approach. The Company evaluates goodwill, at a minimum, on an annual basis and whenever events and changes in circumstances suggest that the carrying amount may not be recoverable. Impairment of goodwill is tested at the reporting unit level by comparing each reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit. The fair values of the reporting units are estimated using a combination of the income, or discounted cash flows, approach and the market approach, which utilizes comparable companies' data. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired and a second step is performed to measure the amount of impairment. The second step involves determining the fair value of goodwill for each reporting unit. Any excess carrying amount of goodwill over the fair value determined in the second step will be recorded as a goodwill impairment loss.

The Company reorganized its reporting structure in the third quarter of 2010 based on organizational changes within the Company. As a result, the Company identified two reporting units: SBG which focuses on the design, development and licensing of semiconductor technology and the LDT group which is one level below the NBG operating segment and focuses on the design, development and licensing of lighting and display technologies. The Company completed the first step of its annual goodwill impairment analysis related to its SBG and LDT reporting units as of December 31, 2010 and found no instances of impairment of its recorded goodwill of \$18.2 million.

#### *Intangible Assets*

The valuation and useful lives of the acquired intangible assets were allocated based on estimated fair values at the acquisition dates. The value of the purchases, along with interviews and management's estimates were used to determine the useful lives of the assets. The income approach, which includes an analysis of the cash flows and risks associated with achieving such cash flows, was the primary technique utilized in valuing the acquired patented technology. Key assumptions included estimates of revenue growth, cost of revenue, operating expenses and

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

income taxes. The discount rates used in the valuation of intangible assets reflected the level of risk associated with the particular technology and the current return on investment requirements of the market.

#### *Comprehensive Income (Loss)*

Comprehensive income (loss) is defined as the change in equity of a business enterprise during a period from transactions and other events and circumstances from non-owner sources, including foreign currency translation adjustments and unrealized gains and losses on marketable securities. Other comprehensive income (loss), net of tax, is presented in the consolidated statements of stockholders' equity and comprehensive loss.

#### *Impairment of Long-Lived Assets and Other Intangible Assets*

Rambus evaluates the recoverability of long-lived assets with finite lives. Intangible assets, including purchased technology and other intangible assets, are carried at cost less accumulated amortization. Finite-lived intangible assets are being amortized on a straight-line basis over their estimated useful lives of three to ten years. Recognition of impairment of long-lived assets are required whenever events or changes in circumstances indicate that the carrying value amount of an asset may not be recoverable. An impairment charge is recognized in the event the net book value of such assets exceeds the future undiscounted cash flows attributable to such assets. During 2010 and 2009, Rambus did not recognize any impairment of its long-lived and intangible assets. During 2008, the Company recognized an impairment charge of \$2.2 million related to an intangible asset that had no alternative use due to a customer's change in technology requirements.

#### *Allowance for Doubtful Accounts*

Rambus' allowance for doubtful accounts is determined using a combination of factors to ensure that Rambus' trade and unbilled receivables balances are not overstated due to uncollectibility. The Company performs ongoing customer credit evaluation within the context of the industry in which it operates, does not require collateral, and maintains allowances for potential credit losses on customer accounts when deemed necessary. A specific allowance for a doubtful account up to 100% of the invoice will be provided for any problematic customer balances. Delinquent account balances are written-off after management has determined that the likelihood of collection is not possible. For all periods presented, Rambus had no allowance for doubtful accounts.

#### *Credit Concentration*

As of December 31, 2010 and 2009, the Company's cash, cash equivalents and marketable securities were invested with two financial institutions in the form of corporate notes, bonds and commercial paper, money market funds, U.S. government bonds and notes, and municipal bonds and notes. The Company's exposure to market risk for changes in interest rates relates primarily to its investment portfolio. The Company places its investments with high credit issuers and, by policy, attempts to limit the amount of credit exposure to any one issuer. As stated in the Company's policy, it will ensure the safety and preservation of the Company's invested funds by limiting default risk and market risk. The Company has no investments denominated in foreign country currencies and therefore is not subject to foreign exchange risk from these assets.

The Company mitigates default risk by investing in high credit quality securities and by positioning its portfolio to respond appropriately to a significant reduction in a credit rating of any investment issuer or guarantor. The portfolio includes only marketable securities with active secondary or resale markets to enable portfolio liquidity.

#### *Litigation*

Rambus is involved in certain legal proceedings. Based upon consultation with outside counsel handling its defense in these matters and an analysis of potential results, Rambus accrues for losses related to litigation if it

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

determines that a loss is probable and can be reasonably estimated. If a loss cannot be estimated, Rambus reviews the range of possible outcomes and accrues the low end of the range of estimates. Any such accrual would be charged to expense in the appropriate period. Rambus recognizes litigation expenses in the period in which the litigation services were provided.

#### *Restructuring Costs*

In connection with the Company's exit activities, the Company records restructuring charges for employee termination costs, long-lived asset impairments, costs related to leased facilities to be abandoned or subleased, and other exit-related costs. Formal plans are developed and approved by management. Restructuring costs related to employee severance are recorded when probable and estimable. Fixed assets that are impaired as a result of restructuring plans are typically accounted for as assets held for sale or are abandoned. The recognition of restructuring charges requires the Company's management to make judgments and estimates regarding the nature, timing, and amount of costs associated with the planned exit activity, including estimating sublease income and the fair value, less selling costs, of property, plant and equipment to be disposed of. Estimates of future liabilities may change, requiring the Company to record additional restructuring charges or to reduce the amount of liabilities already recorded. At the end of each reporting period, the Company evaluates the remaining accrued balances to ensure their adequacy, that no excess accruals are retained and that the utilization of the provisions is for the intended purpose in accordance with developed exit plans. In the event circumstances change and the provision is no longer required, the provision is reversed.

#### *Foreign Currency Translation*

For foreign subsidiaries using the local currency as their functional currency, assets and liabilities are translated using current exchange rates in effect at the balance sheet date and revenue and expense accounts are translated using the weighted average exchange rate during the period. Adjustments resulting from such translation are included in stockholders' equity as foreign currency translation adjustments and aggregated within accumulated other comprehensive income (loss).

For foreign subsidiaries using the U.S. dollar as their functional currency, remeasurement adjustments for non-functional currency monetary assets and liabilities are translated into U.S. dollars at the exchange rate in effect at the balance sheet date. Revenue, expenses, gains or losses are translated at the average exchange rate for the period, and non-monetary assets and liabilities are translated at historical rates. The remeasurement gains and losses of these foreign subsidiaries as well as gains and losses from foreign currency transactions are included in other expense, net in the statements of operations, and are not significant for any periods presented.

#### *Recent Accounting Pronouncement*

In September 2009, the Emerging Issues Task Force (the "EITF") reached final consensus under Accounting Standards Update ("ASU") No. 2009-13 on the issue related to revenue arrangements with multiple deliverables. This issue addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting and how arrangement consideration should be measured and allocated to the separate units of accounting. This issue is effective for the Company's revenue arrangements entered into or materially modified on or after January 1, 2011. The Company will evaluate the impact of this issue on the Company's financial statements when reviewing its new or materially modified revenue arrangements with multiple deliverables. The Company does not currently expect this new standard to significantly impact its consolidate financial statements as the Company does not typically enter into multiple element arrangements.

### **3. Settlement Agreement with Samsung**

On January 19, 2010, the Company, Samsung and certain related entities of Samsung entered into a Settlement Agreement (the "Settlement Agreement") to release all claims against each other with respect to all outstanding



## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

litigation between them and certain other potential claims. Under the Settlement Agreement, Samsung has paid the Company \$200.0 million in cash in two installments in the first quarter of 2010, and the parties released all claims against each other with respect to all outstanding litigation between them and certain other potential claims. Pursuant to the Settlement Agreement, the Company and Samsung entered into a Semiconductor Patent License Agreement on January 19, 2010 (the “License Agreement”), under which Samsung licenses from the Company non-exclusive rights to certain Rambus patents and has agreed to pay the Company cash amounts equal to \$25.0 million per quarter, commencing in the first quarter of 2010, subject to certain adjustments and conditions, over the next five years. In addition, as part of the Settlement Agreement, Samsung purchased approximately 9.6 million shares of common stock of Rambus for cash pursuant to the terms of a Stock Purchase Agreement dated January 19, 2010 (the “Stock Purchase Agreement”), as described in more details below. Finally, pursuant to the Settlement Agreement, the Company and Samsung signed a non-binding memorandum of understanding relating to discussions around a new generation of memory technologies. On an aggregate basis, Samsung is expected to make payments to the Company totaling approximately \$900.0 million (subject to adjustments per the terms of the License Agreement) from these agreements (collectively, “Samsung Settlement”), of which \$500.0 million has been paid through December 31, 2010. The remaining \$400.0 million is expected to be paid in successive quarterly payments of approximately \$25.0 million (subject to adjustments per the terms of the License Agreement) concluding in the three month period ending December 31, 2014.

Under the License Agreement, the Company has granted to Samsung and its subsidiaries (i) a paid-up perpetual patent license for certain identified Samsung DRAM products (these Samsung DRAM products generally include all existing DRAM products aside from the Rambus proprietary products) and (ii) a five-year term patent license to all other semiconductor products. Each license is a non-exclusive, non-transferable, royalty-bearing, worldwide patent license, without the right to sublicense, solely under the applicable patent claims of Rambus for such licensed products, to make (including have made), use, sell, offer for sale and/or import such licensed products until the expiration or termination of the license pursuant to the terms of the License Agreement. The License Agreement requires that Samsung pay the Company cash payments over the next five years of (i) a fixed amount of \$25.0 million each quarter during 2010 and the first two quarters of 2011, and (ii) thereafter, \$25.0 million adjusted up or down based on certain levels of Samsung revenue for DRAM products licensed under the License Agreement for each quarter after 2010 and subject to a minimum of \$10.0 million and a maximum of \$40.0 million for each quarter. In addition, additional payments or certain adjustments to the payments by Samsung to the Company under the License Agreement may be due for certain acquisitions of businesses or assets by Samsung involving licensed products. The License Agreement and the licenses granted thereunder may be terminated upon a material breach by a party of its obligations under the agreement, a bankruptcy event involving a party or a change of control of Samsung subject to certain conditions.

Under the Stock Purchase Agreement, on January 19, 2010, Samsung purchased for cash from the Company 9.6 million shares of common stock of the Company (the “Shares”) with certain restrictions and put rights. The number of shares issued was based on a price per share equal to \$20.885 (which was the average of the open and close trading price of Rambus common stock on The NASDAQ Global Select Market on January 15, 2010, the last trading day prior to the date of the Stock Purchase Agreement). The Shares represented approximately 8.3% of the total outstanding shares of Rambus common stock at that time after giving effect to the issuance thereof. The issuance of the Shares by the Company to Samsung was made through a private transaction. The Stock Purchase Agreement provides Samsung a one-time put right, beginning 18 months after the date of the Stock Purchase Agreement and extending to 19 months after the date of the Stock Purchase Agreement, to elect to put back to the Company up to 4.8 million of the Shares at the original issue price of \$20.885 per share (for an aggregate purchase price of up to \$100.0 million).

The Stock Purchase Agreement prohibits the transfer of the Shares by Samsung for 18 months after the date of the Stock Purchase Agreement, subject to certain exceptions. After expiration of the transfer restriction period, the Stock Purchase Agreement provides that Samsung may transfer a limited number of shares on a daily basis, provides Rambus with a right of first offer for proposed transfers above such daily limits, and, if no sale occurs to



**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Rambus under the right of first offer, allows Samsung to transfer the Shares. Under the Stock Purchase Agreement, the Company has also agreed that after the transfer restriction period, Samsung will have certain rights to register the Shares for sale under the securities laws of the United States, subject to customary terms and conditions.

In addition, until 18 months after the date of the Stock Purchase Agreement, subject to customary exceptions, Samsung is subject to a standstill agreement that prohibits Samsung from, among other things, acquiring additional shares of common stock of the Company, commencing or endorsing any tender offer or exchange offer for shares of common stock of the Company, participating in any solicitation of proxies with respect to voting any shares of common stock of the Company, or announcing or submitting any proposal or offer concerning any extraordinary transaction involving the Company. Samsung is also subject to a voting agreement under the Stock Purchase Agreement that provides that Samsung will vote its Shares in favor of routine proposals (related to election of directors, certain compensation matters, authorized share capital increases and approval of the independent auditors) that are recommended by the Board of Directors of the Company at any stockholder meeting. In all other matters, the voting agreement contained in the Stock Purchase Agreement requires that Samsung vote its Shares in the same proportion as the votes that are cast by all other holders of shares of common stock of the Company. The voting agreement under the Stock Purchase Agreement terminates (i) with respect to Shares that Samsung transfers in accordance with the provisions of the Stock Purchase Agreement, (ii) upon a change of control or bankruptcy event involving the Company or (iii) when Samsung owns less than 3% of the outstanding shares of common stock of the Company.

The Samsung Settlement is a multiple element arrangement for accounting purposes. For the multiple element arrangement, the Company identified each element of the arrangement and determined when those elements should be recognized. Using the accounting guidance from multiple element revenue arrangements, the Company allocated the consideration to each element using the estimated fair value of the elements. The Company considered several factors in determining the accounting fair value of the elements of the Samsung Settlement which included a third party valuation using an income approach, the Black-Scholes option pricing model and a residual approach (collectively the “Fair Value”). The inputs and assumptions used in this valuation were from a market participant perspective and included projected revenue, royalty rates, estimated discount rates, useful lives and income tax rates, among others. The development of a number of these inputs and assumptions in the model requires a significant amount of management judgment and is based upon a number of factors, including the selection of industry comparables, market growth rates and other relevant factors. Changes in any number of these assumptions may have had a substantial impact on the Fair Value as assigned to each element. These inputs and assumptions represent management’s best estimates at the time of the transaction.

Based on the estimated Fair Value, the consideration of \$900.0 million was allocated to the following elements:

	<u>Estimated Fair Value</u> (In millions)
Settlement Agreement:	
Antitrust litigation settlement . . . . .	\$ 85.0
Settlement of past infringement . . . . .	190.0
License Agreement . . . . .	385.0
Stock Purchase Agreement . . . . .	192.0
Memorandum of understanding (“MOU”) . . . . .	—
Residual value . . . . .	<u>48.0</u>
Total . . . . .	<u><u>\$900.0</u></u>

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The consideration of \$900.0 million will be recognized in the Company's financial statements as follows:

- \$575.0 million as revenue which represented the estimated Fair Value of the settlement of past infringement (\$190.0 million) from the resolution of the infringement litigation and the patent license agreement (\$385.0 million);
- \$133.0 million to gain from settlement which represented the Fair Value of the resolution of the antitrust litigation (\$85.0 million) and the residual value of other elements (\$48.0 million) where specific fair value could not be determined, which included other claims and counter claims released;
- \$192.0 million related to the Stock Purchase Agreement which included contingently redeemable common stock due to the restrictions and contractual put rights associated with those shares (\$113.5 million) and restricted common stock issued to Samsung (\$78.5 million).

During the first quarter of 2010, the Company received cash consideration of \$425.0 million from Samsung. The amount allocated to the common stock issued to Samsung was allocated to contingently redeemable common stock (\$113.5 million) and stockholders' equity (\$78.5 million). The remaining \$233.0 million was allocated between revenue (\$137.1 million) and gain from settlement (\$95.9 million) based on the remaining elements' estimated Fair Value.

During each of the last three quarters of 2010, the Company received cash consideration of \$25.0 million from Samsung. For each of the last three quarters of 2010, the amount was allocated between revenue (\$14.7 million) and gain from settlement (\$10.3 million) based on the estimated Fair Value for the remaining elements.

The remaining \$400.0 million is expected to be paid in successive quarterly payments of approximately \$25.0 million (subject to adjustments per the terms of the License Agreement), concluding in the last quarter of 2014.

The cash receipts in 2010 and the remaining future cash receipts from the agreements with Samsung are expected to be recognized as follows assuming no adjustments to the payments under the terms of the agreements:

	<b>Year Ended December 31, 2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>Estimated Fair Value</b>
	<b>(In millions)</b>					
Revenue . . . . .	\$181.2	\$ 93.8	\$100.0	\$100.0	\$100.0	\$575.0
Gain from settlement . . . . .	126.8	6.2	—	—	—	133.0
Purchase of Rambus Common Stock . . . . .	<u>192.0</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>192.0</u>
Total . . . . .	<u>\$500.0</u>	<u>\$100.0</u>	<u>\$100.0</u>	<u>\$100.0</u>	<u>\$100.0</u>	<u>\$900.0</u>

**4. Marketable Securities**

Rambus invests its excess cash and cash equivalents primarily in U.S. government agency and treasury notes, commercial paper, corporate notes and bonds, money market funds and municipal notes and bonds that mature within three years.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

All cash equivalents and marketable securities are classified as available-for-sale. Total cash, cash equivalent and marketable securities are summarized as follows:

	December 31, 2010				
	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Weighted Rate of Return
(Dollar in thousands)					
Money Market Funds . . . . .	\$132,364	\$132,364	\$ —	\$ —	0.04%
U.S. Government Bonds and Notes . . . . .	266,817	266,840	29	(52)	0.26%
Corporate Notes, Bonds and Commercial Paper . . . . .	<u>95,724</u>	<u>95,773</u>	<u>8</u>	<u>(57)</u>	0.39%
Total cash equivalents and marketable securities . . . . .	494,905	494,977	37	(109)	
Cash . . . . .	<u>17,104</u>	<u>17,104</u>	<u>—</u>	<u>—</u>	
Total cash, cash equivalents and marketable securities . . . . .	<u>\$512,009</u>	<u>\$512,081</u>	<u>\$ 37</u>	<u>\$ (109)</u>	

	December 31, 2009				
	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Weighted Rate of Return
(Dollar in thousands)					
Money Market Funds . . . . .	\$280,908	\$280,908	\$ —	\$ —	0.01%
U.S. Government Bonds and Notes . . . . .	138,829	138,521	377	(69)	1.09%
Corporate Notes, Bonds and Commercial Paper . . . . .	<u>32,291</u>	<u>32,222</u>	<u>70</u>	<u>(1)</u>	1.89%
Total cash equivalents and marketable securities . . . . .	452,028	451,651	447	(70)	
Cash . . . . .	<u>8,165</u>	<u>8,165</u>	<u>—</u>	<u>—</u>	
Total cash, cash equivalents and marketable securities . . . . .	<u>\$460,193</u>	<u>\$459,816</u>	<u>\$ 447</u>	<u>\$ (70)</u>	

Available-for-sale securities are reported at fair value on the balance sheets and classified as follows:

	December 31, 2010	December 31, 2009
(Dollars in thousands)		
Cash equivalents . . . . .	\$198,158	\$280,908
Short term marketable securities . . . . .	<u>296,747</u>	<u>171,120</u>
Total cash equivalents and marketable securities . . . . .	494,905	452,028
Cash . . . . .	<u>17,104</u>	<u>8,165</u>
Total cash, cash equivalents and marketable securities . . . . .	<u>\$512,009</u>	<u>\$460,193</u>

The Company continues to invest in high quality, highly liquid debt securities that mature within three years. The Company holds all of its marketable securities as available-for-sale, marks them to market, and regularly reviews its portfolio to ensure adherence to its investment policy and to monitor individual investments for risk analysis, proper valuation, and unrealized losses that may be other than temporary. As of December 31, 2010, marketable debt securities with a fair value of \$178.2 million, which mature within one year, had insignificant unrealized losses. The Company has no intent to sell, there is no requirement to sell and the Company believes that it can recover the amortized cost of these investments. The Company has found no evidence of impairment due to

RAMBUS INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

credit losses in its portfolio. Therefore, these unrealized losses were recorded in other comprehensive income (loss). However, the Company cannot provide any assurance that its portfolio of cash, cash equivalents and marketable securities will not be impacted by adverse conditions in the financial markets, which may require the Company in the future to record an impairment charge for credit losses which could adversely impact its financial results.

The estimated fair value of cash equivalents and marketable securities classified by date of contractual maturity and the associated unrealized gain (loss), net, at December 31, 2010 and December 31, 2009 are as follows:

	As of		Unrealized Gain (Loss), Net	
	December 31, 2010	December 31, 2009	December 31, 2010	December 31, 2009
	(In thousands)			
<b>Contractual maturity:</b>				
Due within one year . . . . .	\$494,905	\$419,054	\$ (72)	\$ 250
Due from one year through three years . .	—	32,974	—	127
	<u>\$494,905</u>	<u>\$452,028</u>	<u>\$ (72)</u>	<u>\$ 377</u>

The unrealized loss, net, at December 31, 2010 was insignificant in relation to the Company's total available-for-sale portfolio. The unrealized gain (loss), net, can be primarily attributed to a combination of market conditions as well as the demand for and duration of the Company's U.S. government bonds and notes. See Note 16, "Fair Value of Financial Instruments," for fair value discussion regarding the Company's cash equivalents and marketable securities.

5. Balance Sheet Details

*Property, Plant and Equipment, net*

Property, plant and equipment, net is comprised of the following:

	December 31,	
	2010	2009
	(In thousands)	
Building . . . . .	\$ 42,230	\$ —
Computer software . . . . .	29,985	33,768
Computer equipment . . . . .	23,996	23,795
Furniture and fixtures . . . . .	8,827	7,579
Leasehold improvements . . . . .	3,325	12,924
Machinery . . . . .	2,776	—
Construction in progress . . . . .	838	25,435
	111,977	103,501
Less accumulated depreciation and amortization . . . . .	(44,207)	(64,535)
	<u>\$ 67,770</u>	<u>\$ 38,966</u>

On December 15, 2009, the Company entered into a new lease for office space in Sunnyvale, California to be used for the Company's corporate headquarters functions, as well as engineering, marketing and administrative operations and activities. The Company undertook a series of structural improvements to ready the space for its use. The Company concluded that its requirement to fund construction costs and responsibility for cost overruns resulted in the Company being considered the owner of the building during the construction period for accounting purposes. Therefore, as of December 31, 2009, the Company capitalized approximately \$25.1 million as construction in progress, based on the estimated fair value of the existing portion of the unfinished building, along with a

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## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

corresponding financing obligation for the building. The fair value was determined as of December 31, 2009 using level 3 fair value inputs (defined as prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity)) and the cost approach which measures the value of an asset as the cost to reconstruct or replace it with another asset of like utility.

Following substantial completion of construction in the fourth quarter of 2010, the Company occupied the Sunnyvale facility. At completion, the Company concluded that it retained sufficient continuing involvement to preclude de-recognition of the building under the FASB authoritative guidance applicable to sale leasebacks of real estate. As such, the Company continues to account for the building as owned real estate and to record an imputed financing obligation for its obligation to the legal owner. The building is reflected as an asset on the Company's balance sheet throughout the initial ten year term of the lease, the period of intended use. In addition, the Company capitalized \$1.5 million of interest on the building along with a related imputed financing obligation for the same amount and \$13.1 million of construction costs related to the build-out of the new facility. At December 31, 2010, total building costs of \$39.7 million are reflected as an asset on the Company's balance sheet. The Company expects to incur an additional \$0.8 million of construction costs in 2011. The building is depreciated on a straight-line basis over a period of approximately 39 years. See Note 7, "Commitments and Contingencies," for additional details.

Additionally, during 2010, the Company entered into a new lease for office space in Brecksville, Ohio that is used for the LDT group, which focuses on the design, development and licensing of lighting and display technologies, in Brecksville, Ohio. The Company undertook a series of structural improvements to ready the space for its use. The Company concluded that its requirement to fund construction costs and responsibility for cost overruns resulted in the Company being considered the owner of the building during the construction period for accounting purposes. Therefore, as of March 31, 2010, the Company capitalized approximately \$0.8 million as construction in progress, based on the estimated fair value of the existing portion of the unfinished building, along with a corresponding financing obligation for the building. The fair value was determined as of March 31, 2010 using level 3 fair value inputs and the cost approach which measures the value of an asset as the cost to reconstruct or replace it with another asset of like utility.

Following completion of construction in the fourth quarter of 2010, the Company occupied the Brecksville facility. At completion, the Company concluded that it retained sufficient continuing involvement to preclude de-recognition of the building under the FASB authoritative guidance applicable to sale leasebacks of real estate. As such, the Company continues to account for the building as owned real estate and to record an imputed financing obligation for its obligation to the legal owner. The building is reflected as an asset on the Company's balance sheet throughout the intended use term of ten years, which is consisted of initial five year term and the expected renewed term of five years. In addition, the Company capitalized \$1.7 million of construction costs related to the build-out of the new facility. At December 31, 2010, total building costs of \$2.5 million are reflected as an asset on the Company's balance sheet. The building is depreciated on a straight-line basis over a period of approximately 15 years. See Note 7, "Commitments and Contingencies," for additional details.

Depreciation expense for the years ended December 31, 2010, 2009 and 2008 was \$10.1 million, \$10.7 million and \$11.3 million, respectively.

#### *Goodwill*

The Company reorganized its reporting structure in the third quarter of 2010 based on organizational changes within the Company. As a result, the Company identified two new reporting units: SBG which focuses on the design, development and licensing of semiconductor technology and the LDT group which focuses on the design, development and licensing of lighting and display technologies. During 2009, the Company operated in a single reporting unit as the assets acquired in a business combination with GLT occurred in the middle of December 2009.

RAMBUS INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Goodwill information for each reporting unit is as follows:

<u>Reporting Units:</u>	<u>December 31, 2009</u>	<u>Addition to Goodwill(1)</u> (In thousands)	<u>December 31, 2010</u>
SBG .....	\$ 4,454	\$ —	\$ 4,454
LDT .....	<u>11,100</u>	<u>2,600</u>	<u>13,700</u>
Total .....	<u>\$15,554</u>	<u>\$2,600</u>	<u>\$18,154</u>

- (1) The addition to goodwill resulted from a business combination which was completed in December 2010. See Note 17, "Acquisitions".

*Accumulated Other Comprehensive Income*

Accumulated other comprehensive income is comprised of the following:

	<u>December 31,</u>	
	<u>2010</u>	<u>2009</u>
	(In thousands)	
Foreign currency translation adjustments, net of tax .....	\$ 86	\$ 86
Unrealized gain (loss) on available-for-sale securities, net of tax .....	<u>(448)</u>	<u>1</u>
Total .....	<u>\$ (362)</u>	<u>\$ 87</u>

**6. Amortizable Intangible Assets**

The components of the Company's intangible assets as of December 31, 2010 and December 31, 2009 were as follows:

	<u>As of December 31, 2010</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
	(In thousands)		
Patents (useful life of 3 to 10 years) .....	\$36,833	\$ (9,361)	\$27,472
Customer contracts and contractual relationships (useful life of 1 to 10 years) .....	4,050	(3,127)	923
Existing technology (useful life of 3 to 7 years) .....	17,550	(4,959)	12,591
Intellectual property (useful life of 4 years) .....	10,384	(10,384)	—
Non-competition agreement (useful life of 3 years) .....	<u>100</u>	<u>(100)</u>	<u>—</u>
Total intangible assets .....	<u>\$68,917</u>	<u>\$(27,931)</u>	<u>\$40,986</u>



**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

	As of December 31, 2009		
	Gross Carrying Amount	Accumulated Amortization (In thousands)	Net Carrying Amount
Patents (useful life of 3 to 10 years) . . . . .	\$12,441	\$ (6,876)	\$ 5,565
Customer contracts and contractual relationships (useful life of 1 to 10 years) . . . . .	4,050	(2,717)	1,333
Existing technology (useful life of 3 to 7 years) . . . . .	17,550	(2,788)	14,762
Intellectual property (useful life of 4 years) . . . . .	10,384	(10,384)	—
Non-competition agreement (useful life of 3 years) . . . . .	100	(100)	—
Total intangible assets . . . . .	\$44,525	\$(22,865)	\$21,660

Amortization expense for intangible assets for the years ended December 31, 2010, 2009, and 2008 was \$5.1 million, \$3.0 million and \$4.3 million, respectively.

During 2010, the Company purchased patents of approximately \$24.4 million through business and asset acquisitions.

During 2009, as part of the acquisition of patented innovations and technology from GLT in a business combination, the Company acquired approximately \$14.9 million of lighting technology. In addition, the Company purchased patents related to other technologies of approximately \$2.5 million.

During 2008, based on information received from a customer, the Company determined that approximately \$2.2 million of its intangible assets had no alternative future use as a result the associated technology was impaired. The intangible asset related to a contractual relationship acquired in the Velio acquisition during December 2003.

The estimated future amortization expense of intangible assets as of December 31, 2010 was as follows (amounts in thousands):

Years Ending December 31:	Amount
2011 . . . . .	\$ 7,621
2012 . . . . .	7,348
2013 . . . . .	6,992
2014 . . . . .	5,939
2015 . . . . .	5,722
Thereafter . . . . .	7,364
	\$40,986

**7. Commitments and Contingencies**

On December 15, 2009, the Company entered into a definitive triple net space lease agreement with MT SPE, LLC (the “Landlord”) whereby it leases approximately 125,000 square feet of office space located at 1050 Enterprise Way in Sunnyvale, California (the “Sunnyvale Lease”). The office space is used for the Company’s corporate headquarters, as well as engineering, marketing and administrative operations and activities. The Company moved to the new premises in the fourth quarter of 2010 following substantial completion of leasehold improvements. The Sunnyvale Lease has a term of 120 months from the commencement date. The initial annual base rent is \$3.7 million, subject to a full abatement of rent for the first six months of the Sunnyvale Lease term, but with the rent for the seventh month paid in December 2009 in order to gain access to the building. The annual base rent increases each year to certain fixed amounts over the course of the term as set forth in the Sunnyvale Lease and will be \$4.8 million in the tenth year. In addition to the base rent, the Company also pays operating expenses,

RAMBUS INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

insurance expenses, real estate taxes and a management fee. The Company has two options to extend the Sunnyvale Lease for a period of 60 months each and a one-time option to terminate the Sunnyvale Lease after 84 months in exchange for an early termination fee.

Since certain improvements to be constructed by the Company are considered structural in nature and the Company is responsible for any cost overruns, for accounting purposes, the Company is treated in substance as the owner of the construction project during the construction period. Accordingly, as of December 31, 2009, the Company has capitalized \$25.1 million in property, plant and equipment based on the estimated fair value of the portion of the unfinished building along with a corresponding financing obligation for the same amount.

Following substantial completion of construction in the fourth quarter of 2010, the Company occupied the building. At completion, the Company concluded that it retained sufficient continuing involvement to preclude de-recognition of the building under the FASB authoritative guidance applicable to the sale leasebacks of real estate. As such, the Company continues to account for the building as owned real estate and to record an imputed financing obligation for its obligation to the legal owner. In addition, the Company capitalized \$1.5 million of interest on the building with a corresponding imputed financing obligation for the same amount.

Pursuant to the terms of the Sunnyvale Lease, the landlord has agreed to reimburse the Company approximately \$9.1 million, of which \$0.3 million was received in 2010. The Company expects the remaining \$8.8 million to be received in 2011. The Company recognized the \$0.3 million reimbursement as additional imputed financing obligation under the FASB authoritative guidance as such payment from the landlord is deemed to be an imputed financing obligation. Monthly lease payments on the facility are allocated between the land element of the lease (which is accounted for as an operating lease) and the imputed financing obligation. The imputed financing obligation is amortized using the effective interest method and the interest rate determined in accordance with the requirements of sale leaseback accounting. For the year ended December 31, 2010, the Company recognized in its statement of operations \$0.4 million of interest expense in connection with the imputed financing obligation. At December 31, 2010, the imputed financing obligation balance in connection with the new facility was \$27.3 million, of which \$0.2 million was classified under other accrued liabilities in the current liabilities section and \$27.1 million was classified under long-term imputed financing obligation. At the end of the initial ten year lease term, should the Company decide not to renew the lease, the Company would reverse the equal amounts of the net book value of the building and the corresponding imputed financing obligation.

On March 8, 2010, the Company entered into a lease agreement with Fogg-Brecksville Development Co. (the "Ohio Landlord") for 24,814 square feet of space consisting of 7,158 square feet of office area and 17,656 square feet of warehouse area, located in Brecksville, Ohio (the "Ohio Lease"). The Company moved to the new premises at the end of the third quarter of 2010 following substantial completion of leasehold improvements. The warehouse area was converted into office space and manufacturing space. The office space is used for the LDT group's engineering activities while the manufacturing space is used for the manufacturer of prototypes for the LDT group. The Ohio Lease has a term of 60 months from the commencement date which is the earlier of (i) the date upon which the Company first takes occupancy of the premises once the construction work is completed or (ii) the first day of the month following completion and notification by the lessor to the Company of completion of construction of the building. The initial annual base rent is approximately \$136,000. In addition to the base rent, the Company also pays operating expenses, insurance expenses, real estate taxes and a management fee. The Company has an option to extend the Lease for an additional period of 60 months.

Since certain improvements constructed by the Company are considered structural in nature and the Company is responsible for any cost overruns, for accounting purposes, the Company is treated in substance as the owner of the construction project during the construction period. Accordingly, as of March 31, 2010, the Company has capitalized \$0.8 million in property, plant and equipment based on the estimated fair value of the portion of the unfinished building along with a corresponding financing obligation.

**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Following completion of construction in the fourth quarter of 2010, the Company occupied the Brecksville facility. At completion, the Company concluded that it retained sufficient continuing involvement to preclude de-recognition of the building under the FASB authoritative guidance applicable to the sale leasebacks of real estate. As such, the Company continues to account for the building as owned real estate and to record an imputed financing obligation for its obligation to the legal owner. At the end of the initial five year lease term in 2015, the Company has an option to renew the lease for an additional 60 months. As a result of the significant amount of construction costs, the Company currently would expect to renew the lease for an additional 60 months so the lease term for accounting purposes will be the period of intended use of ten years. The lease payments are recorded as interest expense using the effective interest method over the term of the lease and the building is depreciated on a straight-line basis over a period of 15 years. For the year ended December 31, 2010, the Company recognized in its statement of operations \$29 thousand of interest expense in connection with the imputed financing obligation. At December 31, 2010, the imputed financing obligation balance in connection with the new facility was \$0.8 million, which was classified under long-term imputed financing obligation. At the end of the ten year intended use term, the Company would reverse equal amounts of the net book value of the building and the corresponding imputed financing obligation.

On June 29, 2009, the Company entered into an Indenture with U.S. Bank, National Association, as trustee, relating to the issuance by the Company of \$150.0 million aggregate principal amount of the 2014 Notes. On July 10, 2009, an additional \$22.5 million in aggregate principal amount of 2014 Notes were issued as a result of the underwriters exercising their overallotment option. The aggregate principal amount of the 2014 Notes outstanding as of December 31, 2010 was \$172.5 million, offset by unamortized debt discount of \$51.0 million in the accompanying consolidated balance sheets. The debt discount is currently being amortized over the remaining 42 months until maturity of the 2014 Notes on June 15, 2014. See Note 14, "Convertible Notes," for additional details.

As of December 31, 2010, the Company's material contractual obligations are (in thousands):

	<u>Total</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>Thereafter</u>
<b>Contractual obligations(1)</b>							
Imputed financing obligation . . . . .	\$ 49,590	\$ 4,495	\$ 4,914	\$ 5,035	\$ 5,155	\$5,275	\$24,716
Leases . . . . .	5,525	2,851	1,625	371	357	321	—
Software licenses(2) . . . . .	8,628	6,640	1,988	—	—	—	—
Convertible notes . . . . .	172,500	—	—	—	172,500	—	—
Interest payments related to convertible notes . . . . .	<u>29,807</u>	<u>8,625</u>	<u>8,625</u>	<u>8,625</u>	<u>3,932</u>	<u>—</u>	<u>—</u>
Total . . . . .	<u>\$266,050</u>	<u>\$22,611</u>	<u>\$17,152</u>	<u>\$14,031</u>	<u>\$181,944</u>	<u>\$5,596</u>	<u>\$24,716</u>

(1) The above table does not reflect possible payments in connection with uncertain tax benefits of approximately \$11.8 million including \$7.2 million recorded as a reduction of long-term deferred tax assets and \$4.6 million in long-term income taxes payable, as of December 31, 2010. As noted below in Note 11, "Income Taxes," although it is possible that some of the unrecognized tax benefits could be settled within the next 12 months, the Company cannot reasonably estimate the outcome at this time. The above table does not reflect possible payments in connection with the contingently redeemable common stock discussed in Note 9.

(2) The Company has commitments with various software vendors for non-cancellable license agreements that generally have terms longer than one year. The above table summarizes those contractual obligations as of December 31, 2010 which are also listed on the Company's balance sheet under current and other long term liabilities.

Rent expense was approximately \$6.8 million, \$6.3 million and \$6.9 million for the years ended December 31, 2010, 2009 and 2008, respectively.

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Deferred rent of \$0.5 million as of December 31, 2010 was included primarily in other long-term liabilities. Deferred rent of \$0.7 million as of December 31, 2009 was included primarily in current liabilities.

#### *Indemnifications*

The Company enters into standard license agreements in the ordinary course of business. Although the Company does not indemnify most of its customers, there are times when an indemnification is a necessary means of doing business. Indemnifications cover customers for losses suffered or incurred by them as a result of any patent, copyright, or other intellectual property infringement claim by any third party with respect to the Company's products. The maximum amount of indemnification the Company could be required to make under these agreements is generally limited to fees received by the Company.

Several securities fraud class actions, private lawsuits and shareholder derivative actions were filed in state and federal courts against certain of the Company's current and former officers and directors related to the stock option granting actions. As permitted under Delaware law, the Company has agreements whereby its officers and directors are indemnified for certain events or occurrences while the officer or director is, or was serving, at the Company's request in such capacity. The term of the indemnification period is for the officer's or director's term in such capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. The Company has a director and officer insurance policy that reduces the Company's exposure and enables the Company to recover a portion of future amounts to be paid. As a result of these indemnification agreements, the Company continues to make payments on behalf of current and former officers. As of December 31, 2010 and 2009, respectively, the Company had made payments of approximately \$15.7 million and \$11.4 million on their behalf. These payments were recorded under costs of restatement and related legal activities in the consolidated statements of operations. The Company has received approximately \$5.3 million from the former officers related to their settlement agreements with the Company in connection with the derivative and class action lawsuits which was comprised of approximately \$4.5 million in cash received in the first quarter of 2009 as well as approximately 163,000 shares of the Company's stock with a value of approximately \$0.8 million in the fourth quarter of 2008. Additionally, as of December 31, 2010, the Company has received \$12.3 million from insurance settlements related to the defense of the Company, its directors and its officers which were recorded under costs (recoveries) of restatement and related legal activities in the consolidated statements of operations.

## 8. Equity Incentive Plans and Stock-Based Compensation

#### *Stock Option Plans*

The Company has three stock option plans under which grants are currently outstanding: the 1997 Stock Option Plan (the "1997 Plan"), the 1999 Non-statutory Stock Option Plan (the "1999 Plan") and the 2006 Equity Incentive Plan (the "2006 Plan"). Grants under all plans typically have a requisite service period of 60 months, have straight-line or graded vesting schedules (the 1997 and 1999 plans only) and expire not more than ten years from date of grant. Effective with stockholder approval of the 2006 Plan in May 2006, no further awards are being made under the 1997 Plan and the 1999 Plan but the plans will continue to govern awards previously granted under those plans.

The 2006 Plan was approved by the stockholders in May 2006. The 2006 Plan, as amended, provides for the issuance of the following types of incentive awards: (i) stock options; (ii) stock appreciation rights; (iii) restricted stock; (iv) restricted stock units; (v) performance shares and performance units; and (vi) other stock or cash awards. This plan provides for the granting of awards at less than fair market value of the common stock on the date of grant, but such grants would be counted against the numerical limits of available shares at a ratio of 1.5 to 1. The Board of Directors reserved 8,400,000 shares in March 2006 for issuance under this plan, subject to stockholder approval. Upon stockholder approval of this Plan on May 10, 2006, the 1997 Plan was replaced and the 1999 Plan was terminated. On April 30, 2009, stockholders approved additional 6,500,000 shares for issuance under the 2006 Plan. Those who will be eligible for awards under the 2006 Plan include employees, directors and consultants who

**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

provide services to the Company and its affiliates. These options typically have a requisite service period of 60 months, have straight-line vesting schedules, and expire not more than ten years from date of grant. The Board will periodically review actual share consumption under the 2006 Plan and may make a request for additional shares as needed.

As of December 31, 2010, 5,348,162 shares of the 14,900,000 shares approved under the 2006 Plan remain available for grant. The 2006 Plan is now the Company's only plan for providing stock-based incentive compensation to eligible employees, executive officers and non-employee directors and consultants.

A summary of shares available for grant under the Company's plans is as follows:

	<b>Shares Available for Grant</b>
Shares available as of December 31, 2007 .....	4,589,131
Stock options granted .....	(1,884,490)
Stock options forfeited .....	2,188,422
Stock options expired under former plans .....	(1,359,483)
Nonvested equity stock and stock units granted(1) .....	(1,056,096)
Nonvested equity stock and stock units forfeited(1) .....	<u>79,500</u>
Shares available as of December 31, 2008 .....	2,556,984
Increase in shares approved for issuance .....	6,500,000
Stock options granted .....	(1,487,905)
Stock options forfeited .....	2,123,045
Stock options expired under former plans .....	(1,849,516)
Nonvested equity stock and stock units granted(1) .....	(419,214)
Nonvested equity stock and stock units forfeited(1) .....	<u>39,000</u>
Total shares available for grant as of December 31, 2009 .....	7,462,394
Stock options granted .....	(1,921,743)
Stock options forfeited .....	1,411,524
Stock options expired under former plans .....	(1,231,899)
Nonvested equity stock and stock units granted(1) .....	(453,468)
Nonvested equity stock and stock units forfeited(1) .....	<u>81,354</u>
Total shares available for grant as of December 31, 2010 .....	<u><u>5,348,162</u></u>

(1) For purposes of determining the number of shares available for grant under the 2006 Plan against the maximum number of shares authorized, each restricted stock granted reduces the number of shares available for grant by 1.5 shares and each restricted stock forfeited increases shares available for grant by 1.5 shares.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

*General Stock Option Information*

The following table summarizes stock option activity under the 1997, 1999 and 2006 Plans for the years ended December 31, 2010 and information regarding stock options outstanding, exercisable, and vested and expected to vest as of December 31, 2010.

	Options Outstanding		Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
	Number of Shares	Weighted Average Exercise Price per Share		
(Dollars in thousands, except per share amounts)				
Outstanding as of December 31, 2007 . . . . .	18,750,738	\$ 20.17		
Options granted . . . . .	1,884,490	19.70		
Options exercised . . . . .	(1,873,067)	9.70		
Options forfeited . . . . .	<u>(2,188,422)</u>	<u>20.97</u>		
Outstanding as of December 31, 2008 . . . . .	16,573,739	\$ 21.19		
Options granted . . . . .	1,487,905	9.21		
Options exercised . . . . .	(1,482,489)	11.29		
Options forfeited . . . . .	<u>(2,123,045)</u>	<u>21.34</u>		
Outstanding as of December 31, 2009 . . . . .	14,456,110	\$ 20.95		
Options granted . . . . .	1,921,743	22.47		
Options exercised . . . . .	(996,946)	12.95		
Options forfeited . . . . .	<u>(1,411,524)</u>	<u>49.43</u>		
Outstanding as of December 31, 2010 . . . . .	<u>13,969,383</u>	<u>\$ 18.85</u>	5.46	\$52,209
Vested or expected to vest at December 31, 2010 . . .	13,461,508	\$ 19.09	5.47	\$47,722
Options exercisable at December 31, 2010 . . . . .	9,947,465	\$ 19.34	4.58	\$36,684

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value for in-the-money options at December 31, 2010, based on the \$20.48 closing stock price of Rambus' Common Stock on December 31, 2010 on The NASDAQ Global Select Market, which would have been received by the option holders had all option holders exercised their options as of that date. The total number of in-the-money options outstanding and exercisable as of December 31, 2010 was 9,201,864 and 6,731,479, respectively.

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**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table summarizes the information about stock options outstanding and exercisable as of December 31, 2010:

<u>Range of Exercise Prices</u>	<u>Options Outstanding</u>			<u>Options Exercisable</u>	
	<u>Number Outstanding</u>	<u>Weighted Average Contractual Life (In Years)</u>	<u>Weighted Average Exercise Price</u>	<u>Number Exercisable</u>	<u>Weighted Average Exercise Price</u>
\$ 2.50 - \$ 8.55 .....	2,186,741	4.72	\$ 6.55	1,205,825	\$ 5.98
\$ 8.64 - \$14.75 .....	1,427,112	3.92	\$ 13.23	1,361,142	\$ 13.27
\$14.86 - \$17.36 .....	1,398,469	4.66	\$ 16.56	1,264,851	\$ 16.59
\$17.38 - \$18.62 .....	614,158	3.72	\$ 17.98	550,934	\$ 17.99
\$18.69 - \$18.69 .....	1,515,894	6.05	\$ 18.69	1,139,254	\$ 18.69
\$19.13 - \$19.86 .....	1,985,638	6.92	\$ 19.64	1,188,522	\$ 19.60
\$20.16 - \$22.72 .....	1,721,605	8.18	\$ 22.34	540,606	\$ 21.98
\$22.77 - \$26.19 .....	1,444,150	5.71	\$ 23.41	1,055,736	\$ 23.45
\$26.45 - \$40.80 .....	1,555,616	3.69	\$ 32.60	1,528,595	\$ 32.53
\$46.80 - \$46.80 .....	<u>120,000</u>	5.30	\$ 46.80	<u>112,000</u>	\$ 46.80
\$ 2.50 - \$46.80 .....	<u>13,969,383</u>	5.46	\$ 18.85	<u>9,947,465</u>	\$ 19.34

***Employee Stock Purchase Plans***

During the three year period ended December 31, 2010, the Company had one employee stock purchase plan, the 2006 Employee Stock Purchase Plan.

In March 2006, the Company adopted the 2006 Employee Stock Purchase Plan, as amended (the “2006 Purchase Plan”) and reserved 1,600,000 shares, subject to stockholder approval which was received on May 10, 2006. Employees generally will be eligible to participate in this plan if they are employed by Rambus for more than 20 hours per week and more than five months in a fiscal year. The 2006 Purchase Plan provides for six month offering periods, with a new offering period commencing on the first trading day on or after May 1 and November 1 of each year. Under this plan, employees may purchase stock at the lower of 85% of the beginning of the offering period (the enrollment date), or the end of each offering period (the purchase date). Employees generally may not purchase more than the number of shares having a value greater than \$25,000 in any calendar year, as measured at the purchase date.

During the year ended December 31, 2010, the Company issued 261,088 shares under the 2006 Purchase Plan at a weighted average price of \$14.78 per share. During the year ended December 31, 2009, the Company issued 418,215 shares under the 2006 Purchase Plan at a weighted average price of \$8.95 per share. During the year ended December 31, 2008, the Company issued 334,929 shares under the 2006 Purchase Plan at a weighted average price of \$11.87 per share. As of December 31, 2010, 585,768 shares remain available for issuance under the 2006 Purchase Plan.

***Stock-Based Compensation***

***Stock Options***

During the years ended December 31, 2010, 2009 and 2008, Rambus granted 1,921,743, 1,487,905 and 1,884,490 stock options, respectively, with an estimated total grant-date fair value of \$24.9 million, \$10.2 million and \$21.3 million, respectively. During the years ended December 31, 2010, 2009 and 2008, Rambus recorded stock-based compensation related to stock options of \$22.6 million, \$24.4 million and \$32.9 million, respectively.

**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

As of December 31, 2010, there was \$35.3 million of total unrecognized compensation cost, net of expected forfeitures, related to unvested stock-based compensation arrangements granted under the stock option plans. That cost is expected to be recognized over a weighted-average period of 3.1 years. The total fair value of options vested for the years ended December 31, 2010, 2009 and 2008 was \$137.9 million, \$195.2 million and \$209.7 million, respectively.

The total intrinsic value of options exercised was \$9.1 million, \$8.3 million and \$16.7 million for the years ended December 31, 2010, 2009 and 2008, respectively. Intrinsic value is the total value of exercised shares based on the price of the Company's Common Stock at the time of exercise less the proceeds received from the employees to exercise the options.

During the years ended December 31, 2010, 2009 and 2008, proceeds from employee stock option exercises totaled approximately \$12.9 million (of which \$0.6 million was included in prepaid and other assets as of December 31, 2010 and was subsequently received in January 2011), \$16.7 million (of which \$0.3 million was included in prepaid and other assets as of December 31, 2009 and was subsequently received in January 2010), and \$18.2 million (of which \$0.5 million was included in prepaid and other assets as of December 31, 2008 and was subsequently received in January 2009), respectively.

*Employee Stock Purchase Plans*

During the years ended December 31, 2010, 2009 and 2008, Rambus recorded stock-based compensation related to employee stock purchase plans of \$1.6 million, \$1.8 million and \$1.8 million, respectively. As of December 31, 2010, there was \$0.6 million of total unrecognized compensation cost related to share-based compensation arrangements granted under the 2006 Purchase Plan. That cost is expected to be recognized over four months.

There were no tax benefits realized as a result of employee stock option exercises, stock purchase plan purchases, and vesting of equity stock and stock units for the years ended December 31, 2010, 2009 and 2008 calculated in accordance with accounting for share-based payments.

*Valuation Assumptions*

Rambus estimates the fair value of stock options using the Black-Scholes-Merton model ("BSM"). The BSM model determines the fair value of stock-based compensation and is affected by Rambus' stock price on the date of the grant as well as assumptions regarding a number of highly complex and subjective variables. These variables include expected volatility, expected life of the award, expected dividend rate, and expected risk-free rate of return. The assumptions for expected volatility and expected life are the two assumptions that significantly affect the grant date fair value. If actual results differ significantly from these estimates, stock-based compensation expense and Rambus' results of operations could be materially impacted.

The fair value of stock awards is estimated as of the grant date using the BSM option-pricing model assuming a dividend yield of 0% and the additional weighted-average assumptions as listed in the following tables:

	<b>Stock Option Plans for Years Ended December 31,</b>		
	<b>2010</b>	<b>2009</b>	<b>2008</b>
Stock Option Plans			
Expected stock price volatility . . . . .	49%-69%	89%-96%	63%-114%
Risk free interest rate . . . . .	2.0%-3.2%	1.8%-2.8%	2.1%-3.3%
Expected term (in years) . . . . .	5.9-6.2	5.3-6.1	5.3
Weighted-average fair value of stock options granted . . .	\$12.98	\$6.85	\$11.32

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**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

	<b>Employee Stock Purchase Plan for Years Ended December 31,</b>		
	<b>2010</b>	<b>2009</b>	<b>2008</b>
Employee Stock Purchase Plan			
Expected stock price volatility . . . . .	50%-54%	86%-92%	58%-103%
Risk free interest rate . . . . .	0.2%-0.3%	0.2%-0.3%	1.1%-1.7%
Expected term (in years) . . . . .	0.5	0.5	0.5
Weighted-average fair value of purchase rights granted under the purchase plan . . . . .	\$6.45	\$5.52	\$5.06

*Expected Stock Price Volatility:* Given the volume of market activity in its market traded options greater than one year, Rambus determined that it would use the implied volatility of its nearest-to-the-money traded options. The Company believes that the use of implied volatility is more reflective of market conditions and a better indicator of expected volatility than historical volatility. If there is not sufficient volume in its market traded options, the Company will use an equally weighted blend of historical and implied volatility.

*Risk-free Interest Rate:* Rambus bases the risk-free interest rate used in the BSM valuation method on implied yield currently available on the U.S. Treasury zero-coupon issues with an equivalent term. Where the expected terms of Rambus' stock-based awards do not correspond with the terms for which interest rates are quoted, Rambus uses an approximation based on rates currently available.

*Expected Term:* The expected term of options granted represents the period of time that options granted are expected to be outstanding. The expected term was determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior. The expected term of ESPP grants is based upon the length of each respective purchase period.

***Nonvested Equity Stock and Stock Units***

For the year ended December 31, 2010, the Company granted nonvested equity stock units to certain officers and employees, totaling 302,312 shares under the 2006 Plan. These awards have a service condition, generally a service period of four years, except in the case of grants to directors, for which the service period is one year. The nonvested equity stock units were valued at the date of grant giving them a fair value of approximately \$6.6 million. The Company occasionally grants nonvested equity stock units to its employees with vesting subject to the achievement of certain performance conditions. During the year ended December 31, 2010, the achievement of certain performance conditions for certain performance equity stock units was considered probable, and as a result, the Company recognized an immaterial amount of stock-based compensation expense related to these performance stock units. During the years ended December 31, 2009 and 2008, the Company did not recognize any compensation expense for any performance equity stock units since the performance conditions had not been met.

For the years ended December 31, 2010, 2009, and 2008, the Company recorded stock-based compensation expense of approximately \$6.3 million, \$5.4 million and \$3.1 million, respectively, related to all outstanding equity stock grants. Beginning in 2008, compensation expense was adjusted for an estimate of forfeitures for non performance-based grants, based on management's future expectations. Unrecognized stock-based compensation related to all nonvested equity stock grants, net of an estimate of forfeitures, was approximately \$8.9 million at December 31, 2010. This cost is expected to be recognized over a weighted average period of 1.9 years.

**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table reflects the activity related to nonvested equity stock and stock units for the three years ended December 31, 2010:

<u>Nonvested Equity Stock and Stock Units</u>	<u>Shares</u>	<u>Weighted-Average Grant-Date Fair Value</u>
Nonvested at December 31, 2007. . . . .	244,177	\$ 21.41
Granted. . . . .	704,064	17.91
Vested. . . . .	(74,177)	21.99
Forfeited. . . . .	<u>(53,000)</u>	<u>19.86</u>
Nonvested at December 31, 2008. . . . .	821,064	\$ 18.46
Granted. . . . .	279,476	11.12
Vested. . . . .	(290,564)	17.43
Forfeited. . . . .	<u>(26,000)</u>	<u>18.05</u>
Nonvested at December 31, 2009. . . . .	783,976	\$ 16.24
Granted. . . . .	302,312	21.87
Vested. . . . .	(314,045)	17.18
Forfeited. . . . .	<u>(54,236)</u>	<u>15.76</u>
Nonvested at December 31, 2010. . . . .	<u>718,007</u>	<u>\$ 18.23</u>

**9. Stockholders' Equity**

***Preferred and Common Stock***

In February 1997, the Company established a Stockholder Rights Plan pursuant to which each holder of the Company's Common Stock shall receive a right to purchase one-thousandth of a share of Series E Preferred Stock for \$125 per right, subject to a number of conditions. Such rights are subject to adjustment in the event of a takeover or commencement of a tender offer not approved by the Board of Directors. In July 2000, the Company's Board of Directors agreed to restate the exercise price to \$600 per right in an Amended and Restated Preferred Shares Rights Agreement. In November 2002, the Company's Board of Directors agreed to restate the exercise price to \$60 per right in an Amended and Restated Preferred Shares Rights Agreement.

***Contingently Redeemable Common Stock***

On January 19, 2010, pursuant to the terms of a Stock Purchase Agreement, Samsung purchased for cash the Shares with certain restrictions and put rights. The issuance of the Shares by the Company to Samsung was made through a private transaction. The Stock Purchase Agreement provides Samsung a one-time put right, beginning 18 months after the date of the Stock Purchase Agreement and extending to 19 months after the date of the Stock Purchase Agreement, to elect to put back to the Company up to 4.8 million of the Shares at the original issue price of \$20.885 per share (for an aggregate purchase price of up to \$100.0 million). The 4.8 million shares have been recorded as contingently redeemable common stock on the consolidated balance sheet as of December 31, 2010.

The Stock Purchase Agreement prohibits the transfer of the Shares by Samsung for 18 months after the date of the Stock Purchase Agreement, subject to certain exceptions. After expiration of the transfer restriction period on July 18, 2011, the Stock Purchase Agreement provides that Samsung may transfer a limited number of shares on a daily basis, provides the Company with a right of first offer for proposed transfers above such daily limits, and, if no sale occurs to the Company under the right of first offer, allows Samsung to transfer the Shares. Under the Stock Purchase Agreement, the Company has also agreed that after the transfer restriction period, Samsung will have

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

certain rights to register the Shares for sale under the securities laws of the United States, subject to customary terms and conditions.

See Note 3, “Settlement Agreement with Samsung,” for further discussion.

#### *Share Repurchase Program*

In October 2001, The Company’s Board of Directors (the “Board”) approved a share repurchase program of its Common Stock, principally to reduce the dilutive effect of employee stock options. To date, the Board has approved the authorization to repurchase up to 19.0 million shares of the Company’s outstanding Common Stock over an undefined period of time. On February 25, 2010, the Board approved a new share repurchase program authorizing the repurchase of up to an additional 12.5 million shares. Share repurchases under the program may be made through open market, established plan or privately negotiated transactions in accordance with all applicable securities laws, rules, and regulations. There is no expiration date applicable to the program. The new share repurchase program replaces the program authorized in October 2001.

On August 19, 2010, the Company entered into a share repurchase agreement (the “Share Repurchase Agreement”) with J.P. Morgan Securities Inc., as agent for JPMorgan Chase Bank, National Association, London Branch (“JP Morgan”) to repurchase approximately \$90.0 million of its Common Stock, as part of its share repurchase program. Under the Share Repurchase Agreement, the Company pre-paid to J.P. Morgan the \$90.0 million purchase price in the third quarter of 2010 for the Common Stock and J.P. Morgan delivered to the Company approximately 4.8 million shares of Common Stock at an average price of \$18.88 at the completion of the Share Repurchase Agreement in December 2010.

For the year ended December 31, 2010, the Company repurchased approximately 9.5 million shares of its Common Stock with an aggregate price of approximately \$195.1 million, including the price paid pursuant to the Share Repurchase Agreement. As of December 31, 2010, the Company had repurchased a cumulative total of approximately 26.3 million shares of its Common Stock with an aggregate price of approximately \$428.9 million since the commencement of the program in 2001. As of December 31, 2010, there remained an outstanding authorization to repurchase approximately 5.2 million shares of the Company’s outstanding Common Stock.

The Company records stock repurchases as a reduction to stockholders’ equity. The Company records a portion of the purchase price of the repurchased shares as an increase to accumulated deficit when the price of the shares repurchased exceeds the average original proceeds per share received from the issuance of Common Stock. During the year ended December 31, 2010, the cumulative price of the shares repurchased exceeded the proceeds received from the issuance of the same number of shares. The excess of \$163.6 million was recorded as an increase to accumulated deficit for the year ended December 31, 2010. During the year ended December 31, 2009, the Company did not repurchase any Common Stock.

#### **10. Benefit Plans**

Rambus has a 401(k) Profit Sharing Plan (the “401(k) Plan”) qualified under Section 401(k) of the Internal Revenue Code of 1986. Each eligible employee may elect to contribute up to 60% of the employee’s annual compensation to the 401(k) Plan, up to the Internal Revenue Service limit. Rambus, at the discretion of its Board of Directors, may match employee contributions to the 401(k) Plan. The Company matches 50% of eligible employee’s contribution, up to the first 6% of an eligible employee’s qualified earnings. For the years ended December 31, 2010, 2009 and 2008, Rambus made matching contributions totaling approximately \$1.2 million, \$1.1 million and \$1.3 million, respectively.

**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**11. Income Taxes**

The provision for (benefit from) income taxes is comprised of:

	Years Ended December 31,		
	2010	2009	2008
	(In thousands)		
Federal:			
Current . . . . .	\$ 55,332	\$ (957)	\$ (615)
Deferred . . . . .	255	—	96,031
State:			
Current . . . . .	1,467	9	(1,071)
Deferred . . . . .	—	—	18,986
Foreign:			
Current . . . . .	401	761	749
Deferred . . . . .	(328)	(354)	(289)
	\$ 57,127	\$ (541)	\$ 113,791

The differences between Rambus' effective tax rate and the U.S. federal statutory regular tax rate are as follows:

	Years Ended December 31,		
	2010	2009	2008
Expense (benefit) at U.S. federal statutory rate . . . . .	35.0%	(35.0)%	(35.0)%
Expense (benefit) at state statutory rate . . . . .	0.5%	(5.4)%	(5.3)%
Withholding tax . . . . .	17.3%	—%	—%
Foreign rate differential . . . . .	2.4%	—%	—%
Research and development ("R&D") credit . . . . .	(0.3)%	(0.9)%	(6.3)%
Executive compensation . . . . .	0.7%	—%	0.1%
Non-deductible stock-based compensation . . . . .	0.3%	0.8%	1.1%
Other . . . . .	(1.4)%	0.7%	0.0%
Valuation allowance . . . . .	(27.0)%	39.2%	178.8%
	27.5%	(0.6)%	133.4%

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The components of the net deferred tax assets are as follows:

	As of December 31,	
	2010	2009
	(In thousands)	
Deferred tax assets:		
Deferred revenue . . . . .	\$ —	\$ 22
Depreciation and amortization . . . . .	3,465	12,775
Other liabilities and reserves . . . . .	13,220	4,915
Deferred equity compensation . . . . .	52,077	53,872
Net operating loss carryovers . . . . .	8,432	73,619
Tax credits . . . . .	18,121	32,751
Total gross deferred tax assets . . . . .	\$ 95,315	\$ 177,954
Convertible debt . . . . .	(16,961)	(24,859)
Total net deferred tax assets . . . . .	\$ 78,354	\$ 153,095
Valuation Allowance . . . . .	(75,413)	(150,932)
Net deferred tax assets . . . . .	\$ 2,941	\$ 2,163
Reported as:		
Current deferred tax assets . . . . .	\$ 2,420	\$ 129
Non-current deferred tax assets . . . . .	2,974	2,034
Non-current deferred tax liabilities . . . . .	(2,453)	—
Net deferred tax assets . . . . .	\$ 2,941	\$ 2,163

As of December 31, 2010, the Company's consolidated balance sheet included net deferred tax assets, before valuation allowance, of approximately \$78.3 million, which consists of net operating loss carryovers, tax credit carryovers, depreciation and amortization, employee stock-based compensation expenses and certain liabilities, partially reduced by deferred tax liabilities associated with convertible debt instruments. For the year ended December 31, 2010, the Company's valuation allowance was reduced to \$75.4 million as a result of utilizing net operating loss and credit carryforwards against its taxable income. Management periodically evaluates the realizability of the Company's net deferred tax assets based on all available evidence, both positive and negative. The realization of net deferred tax assets is dependent on the Company's ability to generate sufficient future taxable income during periods prior to the expiration of tax statutes to fully utilize these assets.

The Company weighed both positive and negative evidence and determined that there is a continued need for a valuation allowance due to projected future losses, which the Company considered significant negative evidence. Though considered positive evidence, potential income from favorable patent and related settlement litigation were not included in the determination for the valuation allowance due to the Company's inability to reliably estimate the timing and amounts of such settlements. Even though the Company is no longer in a cumulative loss position, the projection of significant future losses is a negative factor that outweighs the positive factors leading to a conclusion that a release of the valuation allowance is not yet appropriate. If any settlement income is realized, the Company will reassess its position on maintaining the valuation allowance.

As of December 31, 2010, Rambus has federal and state net operating loss carryforwards for income tax purposes of \$84.5 million and \$245.9 million, respectively, which begin to expire in 2018. As of December 31,

RAMBUS INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

2010, Rambus has federal research and development tax credit carryforwards for income tax purposes of \$23.9 million and state research and development tax credit carryforwards of \$0.9 million, net of federal benefit. The federal research and development tax credit carryforwards begin to expire in 2012 and the state tax credit can be carried forward indefinitely.

In the event of a change in ownership, as defined under federal and state tax laws, Rambus' net operating loss and tax credit carryforwards could be subject to annual limitations. The annual limitations could result in the expiration of the net operating loss and tax credit carryforwards prior to utilization.

Tax attributes related to stock option windfall deductions should not be recorded until they result in a reduction of cash taxes payable. The Company's unrealized excess tax benefits from stock option deductions excluded from the federal and state tax attributes as of December 31, 2010 were \$84.4 million and \$99.2 million, respectively. The excess tax benefits will be recorded to additional paid-in capital when they reduce cash taxes payable.

As of December 31, 2010, the Company had \$11.8 million of unrecognized tax benefits including \$7.2 million recorded as a reduction of long-term deferred tax assets and \$4.6 million recorded in long term income taxes payable. If recognized, \$2.8 million would be recorded as an income tax benefit in the consolidated statements of operations. As of December 31, 2009, the Company had \$10.4 million of unrecognized tax benefits, including \$8.4 million recorded as a reduction of long-term deferred tax assets, and including \$2.0 million in long-term income taxes payable. As of December 31, 2008, the Company had \$9.6 million of unrecognized tax benefits, including \$7.7 million recorded as a reduction of long-term deferred tax assets, and including \$1.9 million in long-term income taxes payable.

A reconciliation of the beginning and ending amounts of unrecognized income tax benefits for the years ended December 31, 2010, 2009 and 2008 is as follows (amounts in thousands):

	Years Ended December 31,		
	2010	2009	2008
Balance at January 1 . . . . .	\$10,353	\$ 9,613	\$14,005
Tax positions related to current year:			
Additions . . . . .	1,401	767	978
Tax positions related to prior years:			
Additions . . . . .	140	—	—
Reductions . . . . .	(78)	(27)	(304)
Settlements . . . . .	—	—	(5,066)
Balance at December 31 . . . . .	<u>\$11,816</u>	<u>\$10,353</u>	<u>\$ 9,613</u>

Rambus recognizes interest and penalties related to uncertain tax positions as a component of the income tax provision (benefit). At December 31, 2010, 2009 and 2008, an insignificant amount of interest and penalties are included in long-term income taxes payable.

At December 31, 2010, no deferred taxes have been provided on undistributed earnings of approximately \$4.6 million from the Company's international subsidiaries since these earnings have been, and under current plans will continue to be, permanently reinvested outside the United States. The Company's operations in India currently operate under a tax holiday, which will expire in 2011.

Rambus files U.S. federal income tax returns as well as income tax returns in various states and foreign jurisdictions. The Company is subject to examination by the IRS for tax years ended 2007 through 2009. The Company is also subject to examination by the State of California for tax years ended 2006 through 2009. In addition, any R&D credit carryforward or net operating loss carryforward generated in prior years and utilized in these or future years may also be subject to examination by the IRS and the State of California. The Company is also subject to examination in various other foreign jurisdictions, including India, for various periods.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

12. Earnings (Loss) Per Share

Basic earnings (loss) per share is calculated by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated by dividing the earnings (loss) by the weighted average number of common shares and potentially dilutive securities outstanding during the period. Potentially dilutive common shares consist of incremental common shares issuable upon exercise of stock options, employee stock purchases, restricted stock and restricted stock units and shares issuable upon the conversion of convertible notes. The dilutive effect of outstanding shares is reflected in diluted earnings per share by application of the treasury stock method. This method includes consideration of the amounts to be paid by the employees, the amount of excess tax benefits that would be recognized in equity if the instrument was exercised and the amount of unrecognized stock-based compensation related to future services. No potential dilutive common shares are included in the computation of any diluted per share amount when a net loss is reported. As discussed in Note 3, "Settlement Agreement with Samsung," the Company reported approximately 4.8 million shares issued to Samsung as contingently redeemable common stock due to the contractual put rights associated with those shares. As such, the Company uses the two-class method for reporting earnings per share.

The following table sets forth the computation of basic and diluted income (loss) per share:

	Years Ended December 31,					
	2010		2009		2008	
	CRCS*	Other CS**	CRCS*	Other CS**	CRCS*	Other CS**
	(In thousands, except per share amounts)					
Basic net income (loss) per share:						
Numerator:						
Allocation of undistributed earnings . . . . .	\$6,109	\$144,808	\$ —	\$ (92,186)	\$ —	\$(199,110)
Denominator:						
Weighted-average common shares outstanding . . . . .	4,552	107,904	—	105,011	—	104,574
Basic net income (loss) per share . . . . .	<u>\$ 1.34</u>	<u>\$ 1.34</u>	<u>\$ —</u>	<u>\$ (0.88)</u>	<u>\$ —</u>	<u>\$ (1.90)</u>
Diluted net income (loss) per share:						
Numerator:						
Allocation of undistributed earnings for basic computation . . . . .	\$6,109	\$144,808	\$ —	\$ (92,186)	\$ —	\$(199,110)
Reallocation of undistributed earnings . . . . .	(181)	181	—	—	—	—
Allocation of undistributed earnings for diluted computation . . . . .	<u>\$5,928</u>	<u>\$144,989</u>	<u>\$ —</u>	<u>\$ (92,186)</u>	<u>\$ —</u>	<u>\$(199,110)</u>
Denominator:						
Number of shares used in basic computation . . . . .	4,552	107,904	—	105,011	—	104,574
Dilutive potential shares from stock options, ESPP, Convertible notes and nonvested equity stock and stock units . . . . .	—	3,428	—	—	—	—
Number of shares used in diluted computation . . . . .	<u>4,552</u>	<u>111,332</u>	<u>—</u>	<u>105,011</u>	<u>—</u>	<u>104,574</u>
Diluted net income (loss) per share . . . . .	<u>\$ 1.30</u>	<u>\$ 1.30</u>	<u>\$ —</u>	<u>\$ (0.88)</u>	<u>\$ —</u>	<u>\$ (1.90)</u>

\* CRCS — Contingently Redeemable Common Stock

\*\* Other CS — Common Stock other than CRCS

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

For the years ended December 31, 2010, 2009 and 2008, options to purchase approximately 6.4 million, 11.0 million and 11.0 million shares, respectively, were excluded from the calculation because they were anti-dilutive after considering proceeds from exercise, taxes and related unrecognized stock-based compensation expense. For the year ended December 31, 2009, an additional 1.4 million potentially dilutive shares have been excluded from the weighted average dilutive shares because there was a net loss for the period. For the year ended December 31, 2008, an additional 2.8 million potentially dilutive shares have been excluded from the weighted average dilutive shares because there was a net loss for the period.

**13. Business Segments and Major Customers**

Prior to 2010, Rambus operated in a single industry segment, the design, development and licensing of memory and logic interfaces, lighting and optoelectronics, and other technologies. In 2010, the Company reorganized, and as a result, starting at the end of the fourth quarter of 2010, Rambus has two business groups: SBG which focuses on the design, development and licensing of semiconductor technology, and NBG which focuses on the design, development and licensing of lighting and display technologies, and mobile and other technologies. These two business groups were considered operating segments but only SBG was considered a reportable segment because NBG did not meet the quantitative thresholds for disclosure as a reportable segment.

The Company evaluates the performance of its segments based on segment operating income (loss). Segment operating income (loss) does not include the allocation of any corporate functions (including human resources, facilities, legal, finance, information technology, corporate development, general administration, corporate licensing and marketing expenses and corporate research and development expenses and cost of restatement) to the segments. Certain expenses are not allocated to the operating segments because they are not considered in evaluating the segments' operating performance. Such unallocated expenses include stock-based compensation and expenses associated with the Company's 2010 CIP which were managed at the corporate level. "Reconciling Items" category includes these unallocated expenses and the corporate expenses.

The table below presents reported segment revenues, and reported segment operating income (loss) (in thousands).

	<u>For the Year Ended December 31, 2010</u>		
	<u>SBG</u>	<u>Other</u>	<u>Total</u>
	(In thousands)		
Revenues(1) . . . . .	<u>\$323,038</u>	<u>\$ 352</u>	<u>\$ 323,390</u>
Gain from settlement(1) . . . . .	<u>\$126,800</u>	<u>\$ —</u>	<u>\$ 126,800</u>
Segment operating income (loss)(1) . . . . .	<u>\$407,689</u>	<u>\$(8,380)</u>	<u>\$ 399,309</u>
Reconciling items . . . . .			<u>(172,427)</u>
Total . . . . .			<u>\$ 226,882</u>

(1) Disclosure of prior period segment information was not provided as the revenues and operating loss for the other operating segment was not material.

The Company's chief operating decision maker is the executive management team and it does not review information regarding assets on an operating segment basis. Additionally, the Company does not record intersegment revenue.

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**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The table below presents a reconciliation of reportable segment profit to the Company's consolidated income before income taxes. The restatement and disclosure of the segment information for previous period is not practicable.

	<u>For the Year Ended December 31, 2010</u> (In thousands)
Total operating income for reportable segments . . . . .	\$ 407,689
Other operating loss . . . . .	(8,380)
Unallocated amounts:	
Corporate expenses . . . . .	(107,645)
Unallocated expenses . . . . .	(64,782)
Interest and other expense, net . . . . .	<u>(18,838)</u>
Income before income taxes . . . . .	<u>\$ 208,044</u>

Two customers accounted for 56% and 15% respectively, of revenue in the year ending December 31, 2010. Five customers accounted for 24%, 15%, 13%, 13% and 11% respectively, of revenue in the year ending December 31, 2009. Six customers accounted for 19%, 14%, 12%, 11%, 11% and 11% respectively, of revenue in the year ending December 31, 2008.

Rambus licenses its technologies and patents to customers in multiple geographic regions. Revenue from customers in the following geographic regions was recognized as follows:

	<u>Years Ended December 31,</u>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	(In thousands)		
Japan . . . . .	\$117,101	\$ 91,959	\$115,202
Korea . . . . .	181,865	1,262	900
North America . . . . .	24,120	19,393	23,870
Asia-Pacific . . . . .	147	156	932
Europe . . . . .	<u>157</u>	<u>237</u>	<u>1,590</u>
	<u>\$323,390</u>	<u>\$113,007</u>	<u>\$142,494</u>

At December 31, 2010, of the \$67.8 million of total property, plant and equipment, approximately \$66.7 million are located in the United States, \$1.0 million are located in India and \$0.1 million were located in other foreign locations. At December 31, 2009, of the \$39.0 million of total property, plant and equipment, approximately \$37.1 million are located in the United States, \$1.6 million are located in India and \$0.3 million were located in other foreign locations.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**14. Convertible Notes**

The Company's convertible notes are shown in the following table.

	As of December 31, 2010	As of December 31, 2009
	(Dollars in thousands)	
5% Convertible Senior Notes due 2014 . . . . .	\$ 172,500	\$ 172,500
Zero Coupon Convertible Senior Notes due 2010 . . . . .	—	136,950
Total principal amount of convertible notes . . . . .	172,500	309,450
Unamortized discount . . . . .	(51,000)	(61,406)
Total convertible notes . . . . .	\$ 121,500	\$ 248,044
Less current portion . . . . .	—	(136,032)
Total long-term convertible notes . . . . .	\$ 121,500	\$ 112,012

**5% Convertible Senior Notes due 2014.** On June 29, 2009, the Company issued \$150.0 million aggregate principal amount of 5% convertible senior notes due June 15, 2014. As of the date of issuance, the Company determined that the liability component of the 2014 Notes was approximately \$92.4 million and the equity component was approximately \$57.6 million. On July 10, 2009, an additional \$22.5 million of the 2014 Notes were issued as a result of the underwriters exercising their over allotment option. As of the date of issuance of the \$22.5 million 2014 Notes, the Company determined that the liability component was approximately \$14.3 million and the equity component was approximately \$8.2 million. The unamortized discount related to the 2014 Notes is being amortized to interest expense using the effective interest method over five years through June 2014.

The Company will pay cash interest at an annual rate of 5% of the principal amount at issuance, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2009. During 2010, the Company made two payments of approximately \$8.6 million related to the 2014 Notes. In the fourth quarter of 2009, the Company made a payment of approximately \$4.0 million related to the 2014 Notes. Issuance costs were approximately \$5.1 million of which \$3.2 million is related to the liability portion, which is being amortized to interest expense over five years (the expected term of the debt), and \$1.9 million is related to the equity portion. The 2014 Notes are the Company's general unsecured obligation, ranking equal in right of payment to all of the Company's existing and future senior indebtedness and are senior in right of payment to any of the Company's future indebtedness that is expressly subordinated to the 2014 Notes.

The 2014 Notes are convertible into shares of the Company's Common Stock at an initial conversion rate of 51.8 shares of Common Stock per \$1,000 principal amount of 2014 Notes. This is equivalent to an initial conversion price of approximately \$19.31 per share of common stock. Holders may surrender their 2014 Notes for conversion prior to March 15, 2014 only under the following circumstances: (i) during any calendar quarter beginning after the calendar quarter ending September 30, 2009, and only during such calendar quarter, if the closing sale price of the Common Stock for 20 or more trading days in the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter exceeds 130% of the conversion price in effect on the last trading day of the immediately preceding calendar quarter, (ii) during the five business day period after any 10 consecutive trading day period in which the trading price per \$1,000 principal amount of 2014 Notes for each trading day of such 10 consecutive trading day period was less than 98% of the product of the closing sale price of the Common Stock for such trading day and the applicable conversion rate, (iii) upon the occurrence of specified distributions to holders of the Common Stock, (iv) upon a fundamental change of the Company as specified in the Indenture governing the 2014 Notes, or (v) if the Company calls any or all of the 2014 Notes for redemption, at any time prior to the close of business on the business day immediately preceding the redemption date. On and after March 15, 2014, holders may convert their 2014 Notes at any time until the close of business on the third business day prior to the maturity date, regardless of the foregoing circumstances.



## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Upon conversion of the 2014 Notes, the Company will pay (i) cash equal to the lesser of the aggregate principal amount and the conversion value of the 2014 Notes and (ii) shares of the Company's Common Stock for the remainder, if any, of the Company's conversion obligation, in each case based on a daily conversion value calculated on a proportionate basis for each trading day in the 20 trading day conversion reference period as further specified in the Indenture.

The Company may not redeem the 2014 Notes at its option prior to June 15, 2012. At any time on or after June 15, 2012, the Company will have the right, at its option, to redeem the 2014 Notes in whole or in part for cash in an amount equal to 100% of the principal amount of the 2014 Notes to be redeemed, together with accrued and unpaid interest, if any, if the closing sale price of the Common Stock for at least 20 of the 30 consecutive trading days immediately prior to any date the Company gives a notice of redemption is greater than 130% of the conversion price on the date of such notice.

Upon the occurrence of a fundamental change, holders may require the Company to repurchase some or all of their 2014 Notes for cash at a price equal to 100% of the principal amount of the 2014 Notes being repurchased, plus accrued and unpaid interest, if any. In addition, upon the occurrence of certain fundamental changes, as that term is defined in the Indenture, the Company will, in certain circumstances, increase the conversion rate for 2014 Notes converted in connection with such fundamental changes by a specified number of shares of Common Stock, not to exceed 15.5401 per \$1,000 principal amount of the 2014 Notes.

The following events are considered "Events of Default" under the Indenture which may result in the acceleration of the maturity of the 2014 Notes:

(1) default in the payment when due of any principal of any of the 2014 Notes at maturity, upon redemption or upon exercise of a repurchase right or otherwise;

(2) default in the payment of any interest, including additional interest, if any, on any of the 2014 Notes, when the interest becomes due and payable, and continuance of such default for a period of 30 days;

(3) the Company's failure to deliver cash or cash and shares of Common Stock (including any additional shares deliverable as a result of a conversion in connection with a make-whole fundamental change) when required to be delivered upon the conversion of any 2014 Note;

(4) default in the Company's obligation to provide notice of the occurrence of a fundamental change when required by the Indenture;

(5) the Company's failure to comply with any of its other agreements in the 2014 Notes or the Indenture (other than those referred to in clauses (1) through (4) above) for 60 days after the Company's receipt of written notice to the Company of such default from the trustee or to the Company and the trustee of such default from holders of not less than 25% in aggregate principal amount of the 2014 Notes then outstanding;

(6) the Company's failure to pay when due the principal of, or acceleration of, any indebtedness for money borrowed by the Company or any of its subsidiaries in excess of \$30,000,000 principal amount, if such indebtedness is not discharged, or such acceleration is not annulled, by the end of a period of ten days after written notice to the Company by the trustee or to the Company and the trustee by the holders of at least 25% in aggregate principal amount of the 2014 Notes then outstanding; and

(7) certain events of bankruptcy, insolvency or reorganization relating to the Company or any of its material subsidiaries (as defined in the Indenture).

If an event of default, other than an event of default in clause (7) above with respect to the Company occurs and is continuing, either the trustee or the holders of at least 25% in aggregate principal amount of the 2014 Notes then outstanding may declare the principal amount of, and accrued and unpaid interest, including additional interest, if any, on the 2014 Notes then outstanding to be immediately due and payable. If an event of default described in

**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

clause (7) above occurs with respect to the Company the principal amount of and accrued and unpaid interest, including additional interest, if any, on the 2014 Notes will automatically become immediately due and payable.

**Zero Coupon Convertible Senior Notes due 2010.** On February 1, 2005, the Company issued \$300.0 million aggregate principal amount of zero coupon convertible senior notes due February 1, 2010 (the “2010 Notes”) to Credit Suisse First Boston LLC and Deutsche Bank Securities as initial purchasers who then sold the 2010 Notes to institutional investors.

The 2010 Notes were unsecured senior obligations, ranking equally in right of payment with all of Rambus’ existing and future unsecured senior indebtedness, and senior in right of payment to any future indebtedness that is expressly subordinated to the 2010 Notes.

The 2010 Notes were convertible at any time prior to the close of business on the maturity date into, in respect of each \$1,000 principal of the 2010 Notes:

- cash in an amount equal to the lesser of
  - (1) the principal amount of each note to be converted and
  - (2) the “conversion value,” which is equal to (a) the applicable conversion rate, multiplied by (b) the applicable stock price, as defined.
- if the conversion value is greater than the principal amount of each note, a number of shares of Rambus Common Stock (the “net shares”) equal to the sum of the daily share amounts, calculated as defined. However, in lieu of delivering net shares, Rambus, at its option, may deliver cash, or a combination of cash and shares of its Common Stock, with a value equal to the net shares amount.

The initial conversion price was \$26.84 per share of Common Stock (which represented an initial conversion rate of 37.2585 shares of Rambus Common Stock per \$1,000 principal amount of the 2010 Notes). The initial conversion price was subject to certain adjustments, as specified in the indenture governing the 2010 Notes.

On February 1, 2010, the Company paid upon maturity the remaining \$137.0 million in face value of the 2010 Notes.

Additional paid-in capital at December 31, 2010 and December 31, 2009 includes \$63.9 million related to the equity component of the 2014 Notes. Additional paid-in capital at December 31, 2009 included \$47.9 million related to the remaining equity component of the 2010 Notes.

As of December 31, 2010, none of the conversion conditions were met related to the 2014 Notes. Therefore, the classification of the entire equity component for the 2014 Notes in permanent equity is appropriate as of December 31, 2010.

Interest expense related to the notes for the years ended December 31, 2010 and 2009 was as follows:

	<u>Years Ended</u> <u>December 31,</u>	
	<u>2010</u>	<u>2009</u>
	(In thousands)	
2014 Notes coupon interest at a rate of 5% . . . . .	\$ 8,625	\$ 4,326
2014 Notes amortization of discount at an additional effective interest rate of 11.7% . . . . .	10,116	5,626
2010 Notes amortization of discount at an effective interest rate of 8.4% . . . . .	<u>958</u>	<u>10,998</u>
Total interest expense on convertible notes . . . . .	<u>\$19,699</u>	<u>\$20,950</u>

Form 10-K

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

In 2010, the Company adjusted its interest expense on convertible notes by approximately \$0.7 million due to the incorrect amortization of the non-cash debt discount related to the 2014 Notes. The Company concluded that the correction was not material to the previous or present periods.

#### 15. Litigation and Asserted Claims

##### *Hynix Litigation*

###### *U.S. District Court of the Northern District of California*

On August 29, 2000, Hynix (formerly Hyundai) and various subsidiaries filed suit against Rambus in the U.S. District Court for the Northern District of California. The complaint, as amended and narrowed through motion practice, asserts claims for fraud, violations of federal antitrust laws and deceptive practices in connection with Rambus' participation in a standards setting organization called JEDEC, and seeks a declaratory judgment that the Rambus patents-in-suit are unenforceable, invalid and not infringed by Hynix, compensatory and punitive damages, and attorneys' fees. Rambus denied Hynix's claims and filed counterclaims for patent infringement against Hynix.

The case was divided into three phases. In the first phase, Hynix tried its unclean hands defense beginning on October 17, 2005 and concluding on November 1, 2005. In its January 4, 2006 Findings of Fact and Conclusions of Law, the court held that Hynix's unclean hands defense failed. Among other things, the court found that Rambus did not adopt its document retention policy in bad faith, did not engage in unlawful spoliation of evidence, and that while Rambus disposed of some relevant documents pursuant to its document retention policy, Hynix was not prejudiced by the destruction of Rambus documents. On January 19, 2009, Hynix filed a motion for reconsideration of the court's unclean hands order and for summary judgment on the ground that the decision by the Delaware court in the pending Micron-Rambus litigation (described below) should be given preclusive effect. In its motion Hynix requested alternatively that the court's unclean hands order be certified for appeal and that the remainder of the case be stayed. Rambus filed an opposition to Hynix's motion on January 26, 2009, and a hearing was held on January 30, 2009. On February 3, 2009, the court denied Hynix's motions and restated its conclusions that Rambus had not anticipated litigation until late 1999 and that Hynix had not demonstrated any prejudice from any alleged destruction of evidence.

The second phase of the Hynix-Rambus trial — on patent infringement, validity and damages — began on March 15, 2006, and was submitted to the jury on April 13, 2006. On April 24, 2006, the jury returned a verdict in favor of Rambus on all issues and awarded Rambus a total of approximately \$307 million in damages, excluding prejudgment interest. Specifically, the jury found that each of the ten selected patent claims was supported by the written description, and was not anticipated or rendered obvious by prior art; therefore, none of the patent claims was invalid. The jury also found that Hynix infringed all eight of the patent claims for which the jury was asked to determine infringement; the court had previously determined on summary judgment that Hynix infringed the other two claims at issue in the trial. On July 14, 2006, the court granted Hynix's motion for a new trial on the issue of damages unless Rambus agreed to a reduction of the total jury award to approximately \$134 million. The court found that the record supported a maximum royalty rate of 1% for SDR SDRAM and 4.25% for DDR SDRAM, which the court applied to the stipulated U.S. sales of infringing Hynix products through December 31, 2005. On July 27, 2006, Rambus elected remittitur of the jury's award to approximately \$134 million. On August 30, 2006, the court awarded Rambus prejudgment interest for the period June 23, 2000 through December 31, 2005. Hynix filed a motion on July 7, 2008 to reduce the amount of remitted damages and any supplemental damages that the court may award, as well as to limit the products that could be affected by any injunction that the court may grant, on the grounds of patent exhaustion. Following a hearing on August 29, 2008, the court denied Hynix's motion. In separate orders issued December 2, 2008, January 16, 2009, and January 27, 2009, the court denied Hynix's post-trial motions for judgment as a matter of law and new trial on infringement and validity.

On June 24, 2008, the court heard oral argument on Rambus' motion to supplement the damages award and for equitable relief related to Hynix's infringement of Rambus patents. On February 23, 2009, the court issued an order

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(1) granting Rambus' motion for supplemental damages and prejudgment interest for the period after December 31, 2005, at the same rates ordered for the prior period; (2) denying Rambus' motion for an injunction; and (3) ordering the parties to begin negotiations regarding the terms of a compulsory license regarding Hynix's continued manufacture, use, and sale of infringing devices.

The third phase of the Hynix-Rambus trial involved Hynix's affirmative JEDEC-related antitrust and fraud allegations against Rambus. On April 24, 2007, the court ordered a coordinated trial of certain common JEDEC-related claims alleged by the manufacturer parties (i.e., Hynix, Micron, Nanya and Samsung) and defenses asserted by Rambus in *Hynix v Rambus*, Case No. C 00-20905 RMW, and three other cases pending before the same court (*Rambus Inc. v. Samsung Electronics Co. Ltd. et al.*, Case No. 05-02298 RMW, *Rambus Inc. v. Hynix Semiconductor Inc., et al.*, Case No. 05-00334, and *Rambus Inc. v. Micron Technology, Inc., et al.*, Case No. C 06-00244 RMW, each described in further detail below). On December 14, 2007, the court excused Samsung from the coordinated trial based on Samsung's agreement to certain conditions, including trial of its claims against Rambus by the court within six months following the conclusion of the coordinated trial. The coordinated trial involving Rambus, Hynix, Micron and Nanya began on January 29, 2008, and was submitted to the jury on March 25, 2008. On March 26, 2008, the jury returned a verdict in favor of Rambus and against Hynix, Micron, and Nanya on each of their claims. Specifically, the jury found that Hynix, Micron, and Nanya failed to meet their burden of proving that: (1) Rambus engaged in anticompetitive conduct; (2) Rambus made important representations that it did not have any intellectual property pertaining to the work of JEDEC and intended or reasonably expected that the representations would be heard by or repeated to others including Hynix, Micron or Nanya; (3) Rambus uttered deceptive half-truths about its intellectual property coverage or potential coverage of products compliant with synchronous DRAM standards then being considered by JEDEC by disclosing some facts but failing to disclose other important facts; or (4) JEDEC members shared a clearly defined expectation that members would disclose relevant knowledge they had about patent applications or the intent to file patent applications on technology being considered for adoption as a JEDEC standard. Hynix, Micron, and Nanya filed motions for a new trial and for judgment on certain of their equitable claims and defenses. A hearing on those motions was held on May 1, 2008. A further hearing on the equitable claims and defenses was held on May 27, 2008. On July 24, 2008, the court issued an order denying Hynix, Micron, and Nanya's motions for new trial.

On March 3, 2009, the court issued an order rejecting Hynix, Micron, and Nanya's equitable claims and defenses that had been tried during the coordinated trial. The court concluded (among other things) that (1) Rambus did not have an obligation to disclose pending or anticipated patent applications and had sound reasons for not doing so; (2) the evidence supported the jury's finding that JEDEC members did not share a clearly defined expectation that members would disclose relevant knowledge they had about patent applications or the intent to file patent applications on technology being considered for adoption as a JEDEC standard; (3) the written JEDEC disclosure policies did not clearly require members to disclose information about patent applications and the intent to file patent applications in the future; (4) there was no clearly understood or legally enforceable agreement of JEDEC members to disclose information about patent applications or the intent to seek patents relevant to standards being discussed at JEDEC; (5) during the time Rambus attended JEDEC meetings, Rambus did not have any patent application pending that covered a JEDEC standard, and none of the patents in suit was applied for until well after Rambus resigned from JEDEC; (6) Rambus's conduct at JEDEC did not constitute an estoppel or waiver of its rights to enforce its patents; (7) Hynix, Micron, and Nanya failed to carry their burden to prove their asserted waiver and estoppel defenses not directly based on Rambus's conduct at JEDEC; (8) the evidence did not support a finding of any material misrepresentation, half truths or fraudulent concealment by Rambus related to JEDEC upon which Nanya relied; (9) the manufacturers failed to establish that Rambus violated unfair competition law by its conduct before JEDEC; (10) the evidence related to Rambus's patent prosecution did not establish that Rambus unduly delayed in prosecuting the claims in suit; (11) Rambus did not unreasonably delay bringing its patent infringement claims; and (12) there is no basis for any unclean hands defense or unenforceability claim arising from Rambus's conduct.

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

On March 10, 2009, the court entered final judgment against Hynix in the amount of approximately \$397 million as follows: approximately \$134 million for infringement through December 31, 2005; approximately \$215 million for infringement from January 1, 2006 through January 31, 2009; and approximately \$48 million in pre-judgment interest. Post-judgment interest is accruing at the statutory rate. In addition, the judgment orders Hynix to pay Rambus royalties on net sales for U.S. infringement after January 31, 2009 and before April 18, 2010 of 1% for SDR SDRAM and 4.25% for DDR DDR2, DDR3, GDDR, GDDR2 and GDDR3 SDRAM memory devices. On April 9, 2009, Rambus submitted its cost bill in the amount of approximately \$0.85 million. On March 24, 2009, Hynix filed a motion under Rule 62 seeking relief from the requirement that it post a supersedeas bond in the full amount of the final judgment in order to stay its execution pending an appeal. Rambus filed a brief opposing Hynix's motion on April 10, 2009. A hearing on Hynix's motion was heard on May 8, 2009. On May 14, 2009, the court granted Hynix's motion in part and ordered that execution of the judgment be stayed on the condition that, within 45 days, Hynix post a supersedeas bond in the amount of \$250 million and provide Rambus with documentation establishing a lien in Rambus's favor on property owned by Hynix in Korea in the amount of the judgment not covered by the supersedeas bond. The court also ordered that Hynix pay the ongoing royalties set forth in the final judgment into an escrow account. Hynix posted the \$250 million supersedeas bond on June 26, 2009. On September 17, 2010, the court granted Rambus's motion for reconsideration of the portion of its order allowing Hynix to establish a lien in lieu of posting a bond for a portion of the judgment; on October 18, 2010, Hynix posted a bond in the full amount of the judgment plus accrued post-judgment interest in the total amount of \$401.2 million. Hynix has deposited amounts into the escrow account pursuant to the court's order regarding ongoing royalties. The escrowed funds will be released only upon agreement of the parties or further court order in accordance with the terms and conditions set forth in the escrow arrangement. On March 8, 2010, the court awarded costs to Rambus in the amount of approximately \$0.76 million. That amount plus accrued interest has been deposited by Hynix into the same escrow account into which ongoing royalties have been deposited.

On April 6, 2009, Hynix filed its notice of appeal. On April 17, 2009, Rambus filed its notice of cross appeal. Hynix filed a motion to dismiss Rambus' cross-appeal on July 1, 2009, and Rambus filed an opposition to Hynix's motion on July 15, 2009. On July 23, 2009, Rambus and Hynix filed a joint motion to assign this appeal to the same panel hearing the appeal in the Micron Delaware case (discussed below) and to coordinate oral arguments of the two appeals. On August 17, 2009, the United States Court of Appeals for the Federal Circuit issued an order 1) granting the joint motion to coordinate oral arguments of the two appeals; and 2) denying Hynix's motion to dismiss Rambus's cross-appeal. On August 31, 2009, Hynix filed its opening brief. On December 7, 2009, Rambus filed its answering and opening cross-appeal brief. Hynix's reply and answering brief was filed February 16, 2010, and Rambus's reply was filed February 23, 2010. Oral argument was held on April 5, 2010. On June 9, 2010, the Federal Circuit issued an order that it would rehear oral argument in the coordinated appeals on the basis of the parties' original briefs. Oral argument was reheard by an expanded panel of five judges on October 6, 2010. No decision has issued to date.

#### ***Micron Litigation***

##### *U.S. District Court in Delaware: Case No. 00-792-SLR*

On August 28, 2000, Micron filed suit against Rambus in the U.S. District Court for Delaware. The suit asserts violations of federal antitrust laws, deceptive trade practices, breach of contract, fraud and negligent misrepresentation in connection with Rambus' participation in JEDEC. Micron seeks a declaration of monopolization by Rambus, compensatory and punitive damages, attorneys' fees, a declaratory judgment that eight Rambus patents are invalid and not infringed, and the award to Micron of a royalty-free license to the Rambus patents. Rambus has filed an answer and counterclaims disputing Micron's claims and asserting infringement by Micron of 12 U.S. patents.

This case has been divided into three phases in the same general order as in the *Hynix* 00-20905 action: (1) unclean hands; (2) patent infringement; and (3) antitrust, equitable estoppel, and other JEDEC-related issues. A



## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

bench trial on Micron's unclean hands defense began on November 8, 2007 and concluded on November 15, 2007. The court ordered post-trial briefing on the issue of when Rambus became obligated to preserve documents because it anticipated litigation. A hearing on that issue was held on May 20, 2008. The court ordered further post-trial briefing on the remaining issues from the unclean hands trial, and a hearing on those issues was held on September 19, 2008.

On January 9, 2009, the court issued an opinion in which it determined that Rambus had engaged in spoliation of evidence by failing to suspend general implementation of a document retention policy after the point at which the court determined that Rambus should have known litigation was reasonably foreseeable. The court issued an accompanying order declaring the 12 patents in suit unenforceable against Micron (the "Delaware Order"). On February 9, 2009, the court stayed all other proceedings pending appeal of the Delaware Order. On February 10, 2009, judgment was entered against Rambus and in favor of Micron on Rambus' patent infringement claims and Micron's corresponding claims for declaratory relief. On March 11, 2009, Rambus filed its notice of appeal. Rambus filed its opening brief on July 2, 2009. On July 24, 2009, Rambus filed a motion to assign this appeal to the same panel hearing the appeal in the Hynix case (discussed above) and to coordinate oral arguments of the two appeals. On August 8, 2009, Micron filed an opposition to Rambus's motion to coordinate. On August 17, 2009, the Federal Circuit issued an order granting Rambus's motion to coordinate oral arguments of the two appeals. On August 28, 2009, Micron filed its answering brief. On October 14, 2009, Rambus filed its reply brief. Oral argument was held on April 5, 2010. On June 9, 2010, the Federal Circuit issued an order that it would rehear oral argument in the coordinated appeals on the basis of the parties' original briefs. Oral argument was reheard by an expanded panel of five judges on October 6, 2010. No decision has issued to date.

#### *U.S. District Court of the Northern District of California*

On January 13, 2006, Rambus filed suit against Micron in the U.S. District Court for the Northern District of California. Rambus alleges that 14 Rambus patents are infringed by Micron's DDR2, DDR3, GDDR3, and other advanced memory products. Rambus seeks compensatory and punitive damages, attorneys' fees, and injunctive relief. Micron has denied Rambus' allegations and is alleging counterclaims for violations of federal antitrust laws, unfair trade practices, equitable estoppel, fraud and negligent misrepresentation in connection with Rambus' participation in JEDEC. Micron seeks a declaration of monopolization by Rambus, injunctive relief, compensatory and punitive damages, attorneys' fees, and a declaratory judgment of invalidity, unenforceability, and noninfringement of the 14 patents in suit.

As explained above, the court ordered a coordinated trial (without Samsung) of certain common JEDEC-related claims and defenses asserted in *Hynix v Rambus*, Case No. C 00-20905 RMW, *Rambus Inc. v. Samsung Electronics Co. Ltd. et al.*, Case No. 05-02298 RMW, *Rambus Inc. v. Hynix Semiconductor Inc., et al.*, Case No. 05-00334, and *Rambus Inc. v. Micron Technology, Inc., et al.*, Case No. C 06-00244 RMW. The coordinated trial involving Rambus, Hynix, Micron and Nanya began on January 29, 2008, and was submitted to the jury on March 25, 2008. On March 26, 2008, the jury returned a verdict in favor of Rambus and against Hynix, Micron, and Nanya on each of their claims. Specifically, the jury found that Hynix, Micron, and Nanya failed to meet their burden of proving that: (1) Rambus engaged in anticompetitive conduct; (2) Rambus made important representations that it did not have any intellectual property pertaining to the work of JEDEC and intended or reasonably expected that the representations would be heard by or repeated to others including Hynix, Micron or Nanya; (3) Rambus uttered deceptive half-truths about its intellectual property coverage or potential coverage of products compliant with synchronous DRAM standards then being considered by JEDEC by disclosing some facts but failing to disclose other important facts; or (4) JEDEC members shared a clearly defined expectation that members would disclose relevant knowledge they had about patent applications or the intent to file patent applications on technology being considered for adoption as a JEDEC standard. Hynix, Micron, and Nanya filed motions for a new trial and for judgment on certain of their equitable claims and defenses. A hearing on those motions was held on May 1, 2008. A further hearing on the equitable claims and defenses was held on May 27, 2008. On July 24, 2008, the court issued an order denying Hynix, Micron, and Nanya's motions for new trial.



## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

On March 3, 2009, the court issued an order rejecting Hynix, Micron, and Nanya's equitable claims and defenses that had been tried during the coordinated trial. The court concluded (among other things) that (1) Rambus did not have an obligation to disclose pending or anticipated patent applications and had sound reasons for not doing so; (2) the evidence supported the jury's finding that JEDEC members did not share a clearly defined expectation that members would disclose relevant knowledge they had about patent applications or the intent to file patent applications on technology being considered for adoption as a JEDEC standard; (3) the written JEDEC disclosure policies did not clearly require members to disclose information about patent applications and the intent to file patent applications in the future; (4) there was no clearly understood or legally enforceable agreement of JEDEC members to disclose information about patent applications or the intent to seek patents relevant to standards being discussed at JEDEC; (5) during the time Rambus attended JEDEC meetings, Rambus did not have any patent application pending that covered a JEDEC standard, and none of the patents in suit was applied for until well after Rambus resigned from JEDEC; (6) Rambus's conduct at JEDEC did not constitute an estoppel or waiver of its rights to enforce its patents; (7) Hynix, Micron, and Nanya failed to carry their burden to prove their asserted waiver and estoppel defenses not directly based on Rambus's conduct at JEDEC; (8) the evidence did not support a finding of any material misrepresentation, half truths or fraudulent concealment by Rambus related to JEDEC upon which Nanya relied; (9) the manufacturers failed to establish that Rambus violated unfair competition law by its conduct before JEDEC; (10) the evidence related to Rambus's patent prosecution did not establish that Rambus unduly delayed in prosecuting the claims in suit; (11) Rambus did not unreasonably delay bringing its patent infringement claims; and (12) there is no basis for any unclean hands defense or unenforceability claim arising from Rambus's conduct.

In these cases (except for the *Hynix* 00-20905 action), a hearing on claim construction and the parties' cross-motions for summary judgment on infringement and validity was held on June 4 and 5, 2008. On July 10, 2008, the court issued its claim construction order relating to the Farmwald/Horowitz patents in suit and denied Hynix, Micron, Nanya, and Samsung's (collectively, the "Manufacturers") motions for summary judgment of noninfringement and invalidity based on their proposed claim construction. The court issued claim construction orders relating to the Ware patents in suit on July 25 and August 27, 2008, and denied the Manufacturers' motion for summary judgment of noninfringement of certain claims. On September 4, 2008, at the court's direction, Rambus elected to proceed to trial on 12 patent claims, each from the Farmwald/Horowitz family. On September 16, 2008, Rambus granted a covenant not to assert any claim of patent infringement against the Manufacturers under the Ware patents in suit (U.S. Patent Nos. 6,493,789 and 6,496,897), and each party's claims relating to those patents were dismissed with prejudice. On November 21, 2008, the court entered an order clarifying certain aspects of its July 10, 2008, claim construction order. On November 24, 2008, the court granted Rambus' motion for summary judgment of direct infringement with respect to claim 16 of Rambus' U.S. Patent No. 6,266,285 by the Manufacturers' DDR2, DDR3, gDDR2, GDDR3, GDDR4 memory chip products (except for Nanya's DDR3 memory chip products). In the same order, the court denied the remainder of Rambus' motion for summary judgment of infringement.

On January 19, 2009, Micron filed a motion for summary judgment on the ground that the Delaware Order should be given preclusive effect. Rambus filed an opposition to Micron's motion on January 26, 2009, and a hearing was held on January 30, 2009. On February 3, 2009, the court entered a stay of this action pending resolution of Rambus' appeal of the Delaware Order. Trial on Rambus' patent infringement claims is scheduled to begin on May 2, 2011.

#### *European Patent Infringement Cases*

In 2001, Rambus filed suit against Micron in Mannheim, Germany, for infringement of European patent, EP 1 022 642. That suit has not been active. Two proceedings in Italy remain ongoing relating to Rambus's claim that Micron is infringing European patent, EP 1 004 956, and Micron's purported claim resulting from a seizure of evidence in Italy in 2000 carried out by Rambus pursuant to a court order.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

*DDR2, DDR3, gDDR2, GDDR3, GDDR4 Litigation (“DDR2”)*

*U.S. District Court in the Northern District of California*

On January 25, 2005, Rambus filed a patent infringement suit in the U.S. District Court for the Northern District of California court against Hynix, Infineon, Nanya, and Inotera. Infineon and Inotera were subsequently dismissed from this litigation and Samsung was added as a defendant. Rambus alleges that certain of its patents are infringed by certain of the defendants’ SDRAM, DDR, DDR2, DDR3, gDDR2, GDDR3, GDDR4 and other advanced memory products. Hynix, Samsung and Nanya have denied Rambus’ claims and asserted counterclaims against Rambus for, among other things, violations of federal antitrust laws, unfair trade practices, equitable estoppel, and fraud in connection with Rambus’ participation in JEDEC.

As explained above, the court ordered a coordinated trial of certain common JEDEC-related claims and defenses asserted in *Hynix v Rambus*, Case No. C 00-20905 RMW, *Rambus Inc. v. Samsung Electronics Co. Ltd. et al.*, Case No. 05-02298 RMW, *Rambus Inc. v. Hynix Semiconductor Inc., et al.*, Case No. 05-00334, and *Rambus Inc. v. Micron Technology, Inc., et al.*, Case No. C 06-00244 RMW. The court subsequently excused Samsung from the coordinated trial on December 14, 2007, based on Samsung’s agreement to certain conditions, including trial of its claims against Rambus within six months following the conclusion of the coordinated trial. The coordinated trial involving Rambus, Hynix, Micron and Nanya began on January 29, 2008, and was submitted to the jury on March 25, 2008. On March 26, 2008, the jury returned a verdict in favor of Rambus and against Hynix, Micron, and Nanya on each of their claims. Specifically, the jury found that Hynix, Micron, and Nanya failed to meet their burden of proving that: (1) Rambus engaged in anticompetitive conduct; (2) Rambus made important representations that it did not have any intellectual property pertaining to the work of JEDEC and intended or reasonably expected that the representations would be heard by or repeated to others including Hynix, Micron or Nanya; (3) Rambus uttered deceptive half-truths about its intellectual property coverage or potential coverage of products compliant with synchronous DRAM standards then being considered by JEDEC by disclosing some facts but failing to disclose other important facts; or (4) JEDEC members shared a clearly defined expectation that members would disclose relevant knowledge they had about patent applications or the intent to file patent applications on technology being considered for adoption as a JEDEC standard. Hynix, Micron, and Nanya filed motions for a new trial and for judgment on certain of their equitable claims and defenses. A hearing on those motions was held on May 1, 2008. A further hearing on the equitable claims and defenses was held on May 27, 2008. On July 24, 2008, the court issued an order denying Hynix, Micron, and Nanya’s motions for new trial.

On March 3, 2009, the court issued an order rejecting Hynix, Micron, and Nanya’s equitable claims and defenses that had been tried during the coordinated trial. The court concluded (among other things) that (1) Rambus did not have an obligation to disclose pending or anticipated patent applications and had sound reasons for not doing so; (2) the evidence supported the jury’s finding that JEDEC members did not share a clearly defined expectation that members would disclose relevant knowledge they had about patent applications or the intent to file patent applications on technology being considered for adoption as a JEDEC standard; (3) the written JEDEC disclosure policies did not clearly require members to disclose information about patent applications and the intent to file patent applications in the future; (4) there was no clearly understood or legally enforceable agreement of JEDEC members to disclose information about patent applications or the intent to seek patents relevant to standards being discussed at JEDEC; (5) during the time Rambus attended JEDEC meetings, Rambus did not have any patent application pending that covered a JEDEC standard, and none of the patents in suit was applied for until well after Rambus resigned from JEDEC; (6) Rambus’s conduct at JEDEC did not constitute an estoppel or waiver of its rights to enforce its patents; (7) Hynix, Micron, and Nanya failed to carry their burden to prove their asserted waiver and estoppel defenses not directly based on Rambus’s conduct at JEDEC; (8) the evidence did not support a finding of any material misrepresentation, half truths or fraudulent concealment by Rambus related to JEDEC upon which Nanya relied; (9) the manufacturers failed to establish that Rambus violated unfair competition law by its conduct before JEDEC; (10) the evidence related to Rambus’s patent prosecution did not establish that Rambus unduly delayed in prosecuting the claims in suit; (11) Rambus did not unreasonably delay bringing its patent infringement

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

claims; and (12) there is no basis for any unclean hands defense or unenforceability claim arising from Rambus's conduct.

In these cases (except for the *Hynix* 00-20905 action), a hearing on claim construction and the parties' cross-motions for summary judgment on infringement and validity was held on June 4 and 5, 2008. On July 10, 2008, the court issued its claim construction order relating to the Farmwald/Horowitz patents in suit and denied the Manufacturers' motions for summary judgment of noninfringement and invalidity based on their proposed claim construction. The court issued claim construction orders relating to the Ware patents in suit on July 25 and August 27, 2008, and denied the Manufacturers' motion for summary judgment of noninfringement of certain claims. On September 4, 2008, at the court's direction, Rambus elected to proceed to trial on 12 patent claims, each from the Farmwald/Horowitz family. On September 16, 2008, Rambus granted a covenant not to assert any claim of patent infringement against the Manufacturers under U.S. Patent Nos. 6,493,789 and 6,496,897, and each party's claims relating to those patents were dismissed with prejudice. On November 21, 2008, the court entered an order clarifying certain aspects of its July 10, 2008, claim construction order. On November 24, 2008, the court granted Rambus's motion for summary judgment of direct infringement with respect to claim 16 of Rambus's U.S. Patent No. 6,266,285 by the Manufacturers' DDR2, DDR3, gDDR2, GDDR3, GDDR4 memory chip products (except for Nanya's DDR3 memory chip products). In the same order, the court denied the remainder of Rambus's motion for summary judgment of infringement.

On January 19, 2009, Samsung, Nanya, and Hynix filed motions for summary judgment on the ground that the Delaware Order should be given preclusive effect. Rambus filed opposition briefs to these motions on January 26, 2009, and a hearing was held on January 30, 2009. On February 3, 2009, the court entered a stay of this action pending resolution of Rambus' appeal of the Delaware Order. Trial on Rambus' patent infringement claims is scheduled to begin on May 2, 2011.

On January 19, 2010, Rambus and Samsung entered into a Settlement Agreement pursuant to which the parties released all claims against each other with respect to all outstanding litigation between them and certain other potential claims. The Settlement Agreement is described in further detail in Note 3, "Settlement Agreement with Samsung." A stipulation and order of dismissal with prejudice of claims between Rambus and Samsung was entered on February 11, 2010.

#### *European Commission Competition Directorate-General*

On or about April 22, 2003, Rambus was notified by the European Commission Competition Directorate-General (Directorate) (the "European Commission") that it had received complaints from Infineon and Hynix. Rambus answered the ensuing requests for information prompted by those complaints on June 16, 2003. Rambus obtained a copy of Infineon's complaint to the European Commission in late July 2003, and on October 8, 2003, at the request of the European Commission, filed its response. The European Commission sent Rambus a further request for information on December 22, 2006, which Rambus answered on January 26, 2007. On August 1, 2007, Rambus received a statement of objections from the European Commission. The statement of objections alleges that through Rambus' participation in the JEDEC standards setting organization and subsequent conduct, Rambus violated European Union competition law. Rambus filed a response to the statement of objections on October 31, 2007, and a hearing was held on December 4 and 5, 2007.

On December 9, 2009, the European Commission announced that it has reached a final settlement with Rambus to resolve the pending case. Under the terms of the settlement, the Commission made no finding of liability, and no fine will be assessed against Rambus. Rambus commits to offer licenses with maximum royalty rates for certain memory types and memory controllers on a forward-going basis (the "Commitment"). The Commitment is expressly made without any admission by Rambus of the allegations asserted against it. The Commitment also does not resolve any existing claims of infringement prior to the signing of any license with a prospective licensee, nor does it release or excuse any of the prospective licensees from damages or royalty obligations through the date of signing a license. Rambus offers licenses with maximum royalty rates for five-year worldwide licenses of 1.5% for

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

DDR2, DDR3, GDDR3 and GDDR4 SDRAM memory types. Qualified licensees will enjoy a royalty holiday for SDR and DDR DRAM devices, subject to compliance with the terms of the license. In addition, Rambus offers licenses with maximum royalty rates for five-year worldwide licenses of 1.5% per unit for SDR memory controllers through April 2010, dropping to 1.0% thereafter, and royalty rates of 2.65% per unit for DDR, DDR2, DDR3, GDDR3 and GDDR4 memory controllers through April 2010, then dropping to 2.0%. The Commitment to license at the above rates remains valid for a period of five years from December 9, 2009. All royalty rates are applicable to future shipments only and do not affect liability, if any, for damages or royalties that accrued up to the time of the license grant.

On March 25, 2010, Hynix filed appeals with the General Court of the European Union purporting to challenge the settlement and the European Commission's rejection of Hynix's complaint. No decision has issued to date on Hynix's appeal.

#### *Superior Court of California for the County of San Francisco*

On May 5, 2004, Rambus filed a lawsuit against Micron, Hynix, Infineon and Siemens in San Francisco Superior Court (the "San Francisco court") seeking damages for conspiring to fix prices (California Bus. & Prof. Code §§ 16720 *et seq.*), conspiring to monopolize under the Cartwright Act (California Bus. & Prof. Code §§ 16720 *et seq.*), intentional interference with prospective economic advantage, and unfair competition (California Bus. & Prof. Code §§ 17200 *et seq.*). This lawsuit alleges that there were concerted efforts beginning in the 1990s to deter innovation in the DRAM market and to boycott Rambus and/or deter market acceptance of Rambus' RDRAM product. Subsequently, Infineon and Siemens were dismissed from this action (as a result of a settlement with Infineon) and three Samsung-related entities were added as defendants.

On January 19, 2010, Rambus and Samsung entered into a Settlement Agreement pursuant to which the parties released all claims against each other with respect to all outstanding litigation between them and certain other potential claims. The Settlement Agreement is described in further detail in Note 3, "Settlement Agreement with Samsung." A stipulation of dismissal with prejudice of claims between Rambus and Samsung was filed on February 4, 2010.

The court has informed the parties that the trial against Micron and Hynix will begin on June 6, 2011.

#### *Stock Option Investigation Related Claims*

On May 30, 2006, the Audit Committee commenced an internal investigation of the timing of past stock option grants and related accounting issues.

On May 31, 2006, the first of three shareholder derivative actions was filed in the U.S. District Court for the Northern District of California against Rambus (as a nominal defendant) and certain current and former executives and board members. These actions were consolidated for all purposes under the caption, *In re Rambus Inc. Derivative Litigation*, Master File No. C-06-3513-JF (N.D. Cal.), and Howard Chu and Gaetano Ruggieri were appointed lead plaintiffs. The consolidated complaint, as amended, alleged violations of certain federal and state securities laws as well as other state law causes of action. The complaint sought disgorgement and damages in an unspecified amount, unspecified equitable relief, and attorneys' fees and costs.

On August 30, 2007, another shareholder derivative action was filed in the U.S. District Court for the Southern District of New York against Rambus (as a nominal defendant) and PricewaterhouseCoopers LLP (*Francl v. PricewaterhouseCoopers LLP et al.*, No. 07-Civ. 7650 (GBD)). On November 21, 2007, the New York court granted PricewaterhouseCoopers LLP's motion to transfer the action to the Northern District of California.

On October 18, 2006, the Board of Directors formed a Special Litigation Committee (the "SLC") to evaluate potential claims or other actions arising from the stock option granting activities. The Board of Directors appointed



## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

J. Thomas Bentley, Chairman of the Audit Committee, and Abraham Sofaer, a retired federal judge and Chairman of the Legal Affairs Committee, both of whom joined the Rambus Board of Directors in 2005, to comprise the SLC.

On August 24, 2007, the final written report setting forth the findings of the SLC was filed with the court. As set forth in its report, the SLC determined that all claims should be terminated and dismissed against the named defendants in *In re Rambus Inc. Derivative Litigation* with the exception of claims against named defendant Ed Larsen, who served as Vice President, Human Resources from September 1996 until December 1999, and then Senior Vice President, Administration until July 2004. The SLC entered into settlement agreements with certain former officers of Rambus. The aggregate value of the settlements to Rambus exceeds \$5.3 million in cash as well as substantial additional value to Rambus relating to the relinquishment of claims to over 2.7 million stock options. On October 5, 2007, Rambus filed a motion to terminate in accordance with the SLC's recommendations. Subsequently, the parties settled *In re Rambus Inc. Derivative Litigation* and *Francl v. PricewaterhouseCoopers LLP et al.*, No. 07-Civ. 7650 (GBD). The settlement provided for a payment by Rambus of \$2.0 million and dismissal with prejudice of all claims against all defendants, with the exception of claims against Ed Larsen, in these actions. The \$2.0 million was accrued for during the quarter ended June 30, 2008 within accrued litigation expenses and paid in January 2009. A final approval hearing was held on January 16, 2009, and an order of final approval was entered on January 20, 2009.

On July 17, 2006, the first of six class action lawsuits was filed in the U.S. District Court for the Northern District of California against Rambus and certain current and former executives and board members. These lawsuits were consolidated under the caption, *In re Rambus Inc. Securities Litigation*, C-06-4346-JF (N.D. Cal.). The settlement of this action was preliminarily approved by the court on March 5, 2008. Pursuant to the settlement agreement, Rambus paid \$18.3 million into a settlement fund on March 17, 2008. Some alleged class members requested exclusion from the settlement. A final fairness hearing was held on May 14, 2008. That same day the court entered an order granting final approval of the settlement agreement and entered judgment dismissing with prejudice all claims against all defendants in the consolidated class action litigation.

On March 1, 2007, a pro se lawsuit was filed in the Northern District of California by two alleged Rambus shareholders against Rambus, certain current and former executives and board members, and PricewaterhouseCoopers LLP (*Kelley et al. v. Rambus, Inc. et al.* C-07-01238-JF (N.D. Cal.)). This action was consolidated with a substantially identical pro se lawsuit filed by another purported Rambus shareholder against the same parties. The consolidated complaint against Rambus alleges violations of federal and state securities laws, and state law claims for fraud and breach of fiduciary duty. Following several rounds of motions to dismiss, on April 17, 2008, the court dismissed all claims with prejudice except for plaintiffs' claims under sections 14(a) and 18(a) of the Securities and Exchange Act of 1934 as to which leave to amend was granted. On June 2, 2008, plaintiffs filed an amended complaint containing substantially the same allegations as the prior complaint although limited to claims under sections 14(a) and 18(a) of the Securities and Exchange Act of 1934. Rambus' motion to dismiss the amended complaint was heard on September 12, 2008. On December 9, 2008, the court granted Rambus' motion and entered judgment in favor of Rambus. Plaintiffs filed a notice of appeal on December 15, 2008. Plaintiffs' filed their opening brief on April 13, 2009. Rambus opposed on May 29, 2009, and plaintiffs filed a reply brief on June 12, 2009. On June 16, 2010, the United States Court of Appeals for the Ninth Circuit issued a decision affirming the judgment in favor of Rambus.

On September 11, 2008, the same pro se plaintiffs filed a separate lawsuit in Santa Clara County Superior Court against Rambus, certain current and former executives and board members, and PricewaterhouseCoopers LLP (*Kelley et al. v. Rambus, Inc. et al.*, Case No. 1-08-CV-122444). The complaint alleges violations of certain California state securities statutes as well as fraud and negligent misrepresentation based on substantially the same underlying factual allegations contained in the pro se lawsuit filed in federal court. On October 31, 2010, the plaintiffs filed a second amended complaint. On December 2, 2010, Rambus filed a demurrer to plaintiffs' second amended complaint on the ground that it is barred by the doctrine of claim preclusion, among other things. A hearing on Rambus' demurrer is scheduled for March 18, 2011.

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

On August 25, 2008, an amended complaint was filed by certain individuals and entities in Santa Clara County Superior Court against Rambus, certain current and former executives and board members, and PricewaterhouseCoopers LLP (*Steele et al. v. Rambus Inc. et al.*, Case No. 1-08-CV-113682). The amended complaint alleges violations of certain California state securities statutes as well as fraud and negligent misrepresentation. On October 10, 2008, Rambus filed a demurrer to the amended complaint. A hearing was held on January 9, 2009. On January 12, 2009, the court sustained Rambus' demurrer without prejudice. Plaintiffs filed a second amended complaint on February 13, 2009, containing the same causes of action as the previous complaint. On March 17, 2009, Rambus filed a demurrer to the second amended complaint. A hearing was held on May 22, 2009. On May 26, 2009, the court sustained in part and overruled in part Rambus's demurrer. On June 5, 2009, Rambus filed an answer denying plaintiffs' remaining allegations. Discovery is ongoing.

#### *NVIDIA Litigation*

##### *U.S. District Court in the Northern District of California*

On July 10, 2008, Rambus filed suit against NVIDIA in the U.S. District Court for the Northern District of California alleging that NVIDIA's products with memory controllers for SDR, DDR, DDRx, GDDR, and GDDRx (where DDRx and GDDRx includes at least DDR2, DDR3 and GDDR3) technologies infringe 17 patents. On September 16, 2008, Rambus granted a covenant not to assert any claim of patent infringement against NVIDIA under U.S. Patent Nos. 6,493,789 and 6,496,897, accordingly 15 patents remain in suit. On December 30, 2008, the court granted NVIDIA's motion to stay this case as to Rambus' claims that NVIDIA's products infringe nine patents that are also the subject of proceedings in front of the International Trade Commission (described below), and denied NVIDIA's motion to stay the remainder of Rambus' patent infringement claims. Discovery is proceeding as to issues not stayed by the court's order. A case management conference is scheduled for June 3, 2011.

On July 11, 2008, one day after Rambus filed suit, NVIDIA filed its own action against Rambus in the U.S. District Court for the Middle District of North Carolina alleging that Rambus committed antitrust violations of the Sherman Act; committed antitrust violations of North Carolina law; and engaged in unfair and deceptive practices in violation of North Carolina law. NVIDIA seeks injunctive relief, damages, and attorneys' fees and costs. This case has been transferred and consolidated into Rambus's patent infringement case. Rambus filed a motion to dismiss NVIDIA's claims prior to transfer of the action to California, and no decision has issued to date.

On December 1, 2010, Rambus filed suit against NVIDIA in the U.S. District Court for the Northern District of California alleging that NVIDIA's products with certain peripheral interfaces, including PCI Express and DisplayPort peripheral interfaces, infringe six patents from the Dally family of patents which are owned by Massachusetts Institute of Technology and exclusively licensed by Rambus. On January 20, 2011, NVIDIA filed a motion to stay the case pending resolution of the 2010 U.S. International Trade Commission (the "ITC") investigation (described below). On January 25, 2011, the court granted NVIDIA's motion.

##### *International Trade Commission 2008 Investigation*

On November 6, 2008, Rambus filed a complaint with the ITC requesting the commencement of an investigation pertaining to NVIDIA products. The complaint seeks an exclusion order barring the importation, sale for importation, or sale after importation of products that infringe nine Rambus patents from the Ware and Barth families of patents. The accused products include NVIDIA products that incorporate DDR, DDR2, DDR3, LPDDR, GDDR, GDDR2, and GDDR3 memory controllers, including graphics processors, and media and communications processors. The complaint names NVIDIA as a proposed respondent, as well as companies whose products incorporate accused NVIDIA products and are imported into the United States. Additional respondents include: Asustek Computer Inc. and Asus Computer International, BFG Technologies, Biostar Microtech and Biostar Microtech International Corp., Diablotek Inc., EVGA Corp., G.B.T. Inc. and Giga-Byte Technology Co., Hewlett-Packard, MSI Computer Corp. and Micro-Star International Co., Palit Multimedia Inc. and Palit Microsystems Ltd., Pine Technology Holdings, and Sparkle Computer Co.



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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

On December 4, 2008, the ITC instituted the investigation. A hearing on claim construction was held on March 24, 2009, and a claim construction order issued on June 22, 2009. On June 5, 2009, Rambus moved to withdraw from the investigation four of the asserted patents and certain claims of a fifth asserted patent in order to simplify the investigation, streamline the final hearing, and conserve Commission resources. A final hearing before the administrative law judge was held October 13-20, 2009, and the parties submitted two rounds of post-hearing briefs.

On January 22, 2010, the administrative law judge issued a final initial determination holding that the importation of the accused NVIDIA products violates section 337 of the Tariff Act of 1930, as amended, 19 U.S.C. § 1337 because they infringe seventeen claims of three asserted Barth patents. The administrative law judge held that the accused NVIDIA products literally infringe all asserted claims of each asserted Barth and Ware patent, that they infringe three asserted claims under the doctrine of equivalents, that respondents contribute to and induce infringement of all asserted claims, and that the asserted patents are not unenforceable due to unclean hands or equitable estoppel. The administrative law judge held that the asserted Barth patents are not invalid for anticipation or obviousness and are not obvious for double patenting. The administrative law judge further held that, while the accused products infringed eight claims of the two asserted Ware patents and that those patents are not unenforceable due to inequitable conduct, no violation has occurred because the asserted Ware patents are invalid due to anticipation and obviousness. The administrative law judge recommended that the ITC issue (1) a limited exclusion order prohibiting the unlicensed importation of accused products by any respondent; and (2) a cease and desist order prohibiting domestic respondents from engaging in certain activities in the United States with respect to the accused products. On February 12, 2010, the parties' filed petitions asking the full Commission to review certain aspects of the final initial determination.

On March 25, 2010, the ITC determined to review certain obviousness findings regarding the Barth patents and certain obviousness and anticipation findings regarding the Ware patents. The parties have submitted briefing on these issues and on the issue of remedy and bonding. On May 24, 2010, the ITC extended the target date for completion of the investigation by two days to May 26, 2010. On May 26, 2010, the ITC requested further briefing on the impact of the license between Rambus and Samsung on the administrative law judge's findings and conclusions, particularly on the issue of patent exhaustion. On June 7, 2010 and June 15, 2010, the parties filed briefs as requested by the ITC. On June 22, 2010, the ITC requested additional briefing to discuss the relevance and effect with respect to the issue of patent exhaustion of a decision issued on May 27, 2010, by the United States Court of Appeals for the Federal Circuit in a case captioned *Fujifilm Corp. v. Benun*. On June 25, 2010, the parties filed briefs as requested by the ITC.

On July 26, 2010, the ITC issued its final determination affirming the administrative law judge's initial determination with certain modifications to provide further analysis of issues related to obviousness. The ITC found that respondents failed to demonstrate that Rambus' patent rights are exhausted with respect to accused products that incorporate Samsung memory. The ITC issued (1) a limited exclusion order prohibiting the unlicensed importation by any respondent of memory controller products and products incorporating a memory controller that infringe one or more of the seventeen claims of three asserted Barth patents; and (2) a cease and desist order prohibiting respondents with commercially significant inventories of infringing products in the United States from importing, selling, marketing, advertising, distributing, offering for sale, transferring (except for exportation), and soliciting U.S. agents or distributors for, memory controller products and products incorporating a memory controller that infringe one or more of the seventeen claims of three asserted Barth patents, in violation of 19 U.S.C. § 1337. The ITC determined that the amount of the bond to permit importation during the sixty-day Presidential review period was 2.65 percent of the entered value of the subject imports. The ITC denied respondents' request for stay and terminated the investigation. The parties have each filed opening appellate briefs with the Federal Circuit, and responsive briefs are due March 28, 2011. No date for oral argument has been scheduled.

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

#### *International Trade Commission 2010 Investigation*

On December 1, 2010, Rambus filed a complaint with the ITC requesting the commencement of an investigation and seeking an exclusion order barring the importation, sale for importation, or sale after importation of, among other things, NVIDIA products with certain peripheral interfaces, including PCI Express and DisplayPort peripheral interfaces, that Rambus alleges infringe three patents from the Dally family. The complaint names, among others, NVIDIA as a respondent, as well as companies whose products incorporate accused NVIDIA products and are imported into the United States, including Asustek Computer Inc. and Asus Computer International Inc., Biostar Microtech (U.S.A.) Corp., Biostar Microtech International Corp., Elitegroup Computer Systems, EVGA Corp., Galaxy Microsystems Ltd., G.B.T. Inc., Giga-Byte Technology Co. Ltd., Gracom Technologies LLC, Hewlett-Packard Company, Jatón Corp., Jatón Technology TPE, Micro-Star International Co., MSI Computer Corp., Palit Microsystems Ltd., Pine Technology Holdings, Ltd., Sparkle Computer Co., Ltd., Zotac International (MCO) Ltd. and Zotac USA Inc. On December 29, 2010, the ITC instituted the investigation. A final hearing before the administrative law judge is scheduled for October 12-20, 2011. Under the current schedule, the final initial determination is due on or before January 4, 2012, and the target date is May 4, 2012.

#### ***Broadcom, Freescale, LSI, MediaTek, and STMicroelectronics Litigation***

#### *International Trade Commission 2010 Investigation*

On December 1, 2010, Rambus filed a complaint with the ITC requesting the commencement of an investigation and seeking an exclusion order barring the importation, sale for importation, or sale after importation of products that incorporate at least DDR, DDR2, DDR3, LPDDR, LPDDR2, mobile DDR, GDDR, GDDR2, and GDDR3 memory controllers from Broadcom, Freescale, LSI, MediaTek and STMicroelectronics that infringe patents from the Barth family of patents, and products having certain peripheral interfaces, including PCI Express interfaces, DisplayPort interfaces, and certain Serial AT Attachment (“SATA”) and Serial Attached SCSI (“SAS”) interfaces, from Broadcom, Freescale, LSI and STMicroelectronics that infringe patents from the Dally family of patents. The complaint names, among others, Broadcom, Freescale, LSI, MediaTek and STMicroelectronics as respondents, as well as companies whose products incorporate those companies’ accused products and are imported into the United States, including Asustek Computer Inc. and Asus Computer International Inc., Audio Partnership Plc, Cisco Systems, Garmin International, G.B.T. Inc., Giga-Byte Technology Co. Ltd., Gracom Technologies LLC, Hewlett-Packard Company, Hitachi GST, Motorola, Inc., Oppo Digital, Inc., and Seagate Technology. As described more fully above, the complaint also names NVIDIA and certain companies whose products incorporate accused NVIDIA products with certain peripheral interfaces, including PCI Express and DisplayPort peripheral interfaces, and seeks to bar their importation, sale for importation, or sale after importation. On December 29, 2010, the ITC instituted the investigation. A final hearing before the administrative law judge is scheduled for October 12-20, 2011. Under the current schedule, the final initial determination is due on or before January 4, 2012, and the target date is May 4, 2012.

#### *U.S. District Court in the Northern District of California*

On December 1, 2010, Rambus filed complaints against Broadcom, Freescale, LSI, MediaTek and STMicroelectronics in the U.S. District Court for the Northern District of California alleging that 1) products that incorporate at least DDR, DDR2, DDR3, LPDDR, LPDDR2, mobile DDR, GDDR, GDDR2, and GDDR3 memory controllers from Broadcom, Freescale, LSI, MediaTek and STMicroelectronics infringe patents from the Barth family of patents; 2) those same products and products from those companies that incorporate SDR memory controllers infringe patents from the Farmwald-Horowitz family; and 3) products having certain peripheral interfaces, including PCI Express, DisplayPort, and certain SATA and SAS interfaces, from Broadcom, Freescale, LSI and STMicroelectronics infringe patents from the Dally family of patents. On January 24 and January 26, 2011, LSI and Broadcom filed their respective answers denying Rambus’s allegations and asserting counterclaims seeking declarations of non-infringement and invalidity, and unenforceability with respect to at least certain of the

## RAMBUS INC.

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

patents in suit. Rambus filed answers denying the allegations in LSI's and Broadcom's counterclaims on February 14, 2011 and February 16, 2011, respectively. On February 7, 2011, Freescale filed an answer denying Rambus's allegations. Responses to the complaints in the remainder of these actions are not yet due. On February 7, 2011, Freescale filed an answer denying Rambus' allegations. On January 26, 2011, Freescale filed a motion to stay the case against Freescale. On January 28, 2011, Broadcom, Mediatek, and LSI filed motions to stay their respective actions. On February 4, 2011, STMicroelectronics filed a motion to stay its action. No decisions have issued to date on these motions to stay.

#### *Potential Future Litigation*

In addition to the litigation described above, companies continue to adopt Rambus technologies into various products. Rambus has notified many of these companies of their use of Rambus technology and continues to evaluate how to proceed on these matters.

There can be no assurance that any ongoing or future litigation will be successful. Rambus spends substantial resources defending its intellectual property in litigation, which may continue for the foreseeable future given the multiple pending litigations. The outcomes of these litigations — as well as any delay in their resolution — could affect Rambus' ability to license its intellectual property in the future.

The Company records a contingent liability when it is probable that a loss has been incurred and the amount is reasonably estimable in accordance with accounting for contingencies.

#### **16. Fair Value of Financial Instruments**

The fair value measurement statement defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which the Company would transact, and the Company considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of non-performance.

The Company's financial instruments are measured and recorded at fair value, except for cost method investments and convertible notes. The Company's non-financial assets, such as goodwill, intangible assets, and property, plant and equipment, are measured at fair value when there is an indicator of impairment and recorded at fair value only when an impairment charge is recognized.

#### *Fair Value Hierarchy*

The fair value measurement statement requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. The statement requires fair value measurement be classified and disclosed in one of the following three categories:

*Level 1:* Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

The Company uses unadjusted quotes to determine fair value. The financial assets in Level 1 include money market funds.

*Level 2:* Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

The Company uses observable pricing inputs including benchmark yields, reported trades, and broker/dealer quotes. The financial assets in Level 2 include U.S. government bonds and notes, corporate notes, commercial paper and municipal bonds and notes.

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*Level 3:* Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The financial assets in Level 3 include a cost investment whose value is determined using inputs that are both unobservable and significant to the fair value measurements.

The Company tests the pricing inputs by obtaining prices from two different sources for the same security on a sample of its portfolio. The Company has not adjusted the pricing inputs it has obtained. The following table presents the financial instruments that are carried at fair value and summarizes the valuation of its cash equivalents and marketable securities by the above pricing levels as of December 31, 2010 and December 31, 2009:

As of December 31, 2010					
Total	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
(In thousands)					
Money market funds . . . . .	\$132,364	\$132,364	\$ —	\$ —	
U.S. government bonds and notes . . . . .	266,817	48,604	218,213	—	
Corporate notes, bonds and commercial paper . . . . .	95,724	—	95,724	—	
Total available-for-sale securities . . . . .	<u>\$494,905</u>	<u>\$180,968</u>	<u>\$313,937</u>	<u>\$ —</u>	
As of December 31, 2009					
Total	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
(In thousands)					
Money market funds . . . . .	\$280,908	\$280,908	\$ —	\$ —	
U.S. government bonds and notes . . . . .	138,829	—	138,829	—	
Corporate notes, bonds and commercial paper . . . . .	32,291	—	32,291	—	
Total available-for-sale securities . . . . .	<u>\$452,028</u>	<u>\$280,908</u>	<u>\$171,120</u>	<u>\$ —</u>	

The Company made an investment of \$2.0 million in a non-marketable equity security of a private company during the third quarter of 2009. The Company monitors the investment for other-than-temporary impairment and record appropriate reductions in carrying value when necessary. The Company evaluated the fair value of the investment in the non-marketable security as of December 31, 2010 and determined that there were no events that caused a decrease in its fair value below the carrying cost.

The following table presents the financial instruments that are measured and carried at cost on a nonrecurring basis as of December 31, 2010 and December 31, 2009:

As of December 31, 2010						
Carrying Value	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Impairment Charges for the Year Ended December 31, 2010		
(In thousands)						
Investment in non-marketable security . . . . .	<u>\$2,000</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$2,000</u>	<u>\$ —</u>	

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RAMBUS INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	As of December 31, 2009				Impairment Charges for the Year Ended December 31, 2009
	Carrying Value	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	(In thousands)				
Investment in non-marketable security . . . . .	<u>\$2,000</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$2,000</u>	<u>\$ —</u>

In 2010 and 2009, there were no transfers of financial instruments between different categories of fair value.

The following table presents the financial instruments that are not carried at fair value but which require fair value disclosure as of December 31, 2010 and December 31, 2009:

	As of December 31, 2010			As of December 31, 2009		
	Face Value	Carrying Value	Fair Value	Face Value	Carrying Value	Fair Value
	(In thousands)					
5% Convertible Senior Notes due 2014 . . . . .	\$172,500	\$121,500	\$224,504	\$172,500	\$112,012	\$261,160
Zero Coupon Convertible Senior Notes due 2010 . . . . .	<u>—</u>	<u>—</u>	<u>—</u>	<u>136,950</u>	<u>136,032</u>	<u>142,599</u>
Total Convertible notes . . . . .	<u>\$172,500</u>	<u>\$121,500</u>	<u>\$224,504</u>	<u>\$309,450</u>	<u>\$248,044</u>	<u>\$403,759</u>

The fair value of the convertible notes at each balance sheet date is determined based on recent quoted market prices for these notes. As discussed in Note 14, “Convertible Notes,” as of December 31, 2010, the convertible notes are carried at face value of \$172.5 million less any unamortized debt discount. The carrying value of other financial instruments, including cash, accounts receivable, accounts payable and other payables, approximates fair value due to their short maturities.

The Company monitors its investments for other than temporary losses by considering current factors, including the economic environment, market conditions, operational performance and other specific factors relating to the business underlying the investment, reductions in carrying values when necessary and the Company’s ability and intent to hold the investment for a period of time which may be sufficient for anticipated recovery in the market. Any other than temporary loss is reported under “Interest and other income, net” in the consolidated statement of operations. For the year ended December 31, 2010, the Company has not incurred any impairment loss on its investments.

**17. Acquisitions**

*2010 Acquisition Activity:* During the year ended December 31, 2010, the Company entered into various business combinations and technology asset acquisitions. These transactions had a total purchase price of \$27.7 million, of which \$27.2 million was paid in cash with the remainder to be paid over time. These transactions were completed to acquire patents and technology for general lighting, LCD backlighting, microelectromechanical systems displays, other technology and key employees. Direct acquisition costs of \$0.3 million related to the business combinations were expensed as incurred. The allocation of the purchase price for these transactions was acquired intangible assets of \$24.4 million, property, plant and equipment of \$0.7 million and goodwill of \$2.6 million.

*2009 Acquisition Activity:* During the year ended December 31, 2009, the Company entered into a business combination with GLT to acquire technology and a portfolio of advanced lighting and optoelectronics patents, which have applications, among other things, for the consumer electronic systems, automotive lighting systems and general lighting illumination for a total purchase price of \$26.0 million in cash. The Company incurred approximately \$1.1 million in direct acquisition costs which were expensed as incurred. The allocation of the purchase

**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

price for these transactions was acquired developed technology of \$14.9 million and goodwill of \$11.1 million. In addition, the Company purchased patents related to other technologies of approximately \$2.5 million.

In the business combinations, the fair value of identifiable intangible assets acquired has been determined primarily by using valuation methods that discount the expected future cash flows to present value using estimates and assumptions determined by management. The business combinations were included in the NBG operating segment. The acquired developed technology intangible assets are amortized on a straight-line basis over the respective useful lives which range from 3 to 7 years. The consolidated financial statements include the operating results of each business combination from the date of acquisition. As part of the acquisitions, the Company has entered into certain compensatory arrangements where payments are triggered on the achievement of certain performance metrics and milestones which occur over future periods up to 20 years. Pro forma results of operations for business combinations completed during 2010 and 2009 have not been presented because the effects of the transactions, individually and in the aggregate, were not material to our financial results.

**18. Restructuring Costs**

For the years ended December 31, 2010 and 2009, the Company did not incur any costs associated with restructuring activities. For the year ended December 31, 2008, the Company initiated a workforce reduction in certain areas of excess capacity. The cash severance, including continuance of certain employee benefits, totaled approximately \$3.6 million and non-cash employee severance of approximately \$0.5 million of stock-based compensation expense. The Company also leased a facility in Mountain View, California, through November 11, 2009, which the Company vacated during the fourth quarter of 2008 as a result of the restructuring measures. This facility was being subleased at a rate equal to its rent associated with the facility and, as a result, no restructuring charge was recorded. The total restructuring charge for the year ended December 31, 2008 was approximately \$4.2 million. The Company paid approximately \$3.5 million of severance and benefits during 2008. The Company paid the remaining \$0.1 million of severance and benefits during 2009.

The following table provides a summary of the restructuring activities for the period indicated:

	<b>Employee Termination/ Severance and Related Benefits Cash</b>	<b>Employee Termination/ Severance and Related Benefits Non-Cash</b>	<b>Total</b>
	(In thousands)		
Balance at December 31, 2008 .....	\$ 149	\$ —	\$ 149
Charges utilized/paid .....	<u>(149)</u>	<u>—</u>	<u>(149)</u>
Balance at December 31, 2009 .....	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

**19. Retrospective Adoption of FASB Convertible Debt Accounting Guidance**

In May 2008, the FASB issued accounting guidance which clarifies the accounting for convertible debt instruments that may be settled in cash upon conversion, including partial cash settlement (“FASB convertible debt accounting guidance”). The FASB convertible debt accounting guidance specifies that an issuer of such instruments should separately account for the liability and equity components of the instruments in a manner that reflects the issuer’s non-convertible debt borrowing rate when interest costs are recognized in subsequent periods. The debt component was determined based on a binomial lattice model. The equity component, recorded as additional paid-in capital, represents the difference between the proceeds from the issuance of the convertible notes and the fair value of the liability, net of deferred taxes, as of the date of issuance. The FASB convertible debt accounting guidance was effective for the Company’s fiscal year beginning January 1, 2009, and retrospective application is required for all periods presented.

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**RAMBUS INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The adoption of the FASB convertible debt accounting guidance on January 1, 2009 impacted the historical accounting for the Company's 2010 Notes as the Company's 2010 Notes satisfy the criteria for accounting under the FASB convertible debt accounting guidance. The Company determined that the liability component of the 2010 Notes was \$200.3 million and the equity component of the 2010 Notes was \$99.7 million as of the date of issuance. The Company has accounted for this change in accounting principle by retrospectively adjusting prior period financial statements, including those set forth herein.

The debt component is accreted to par using the effective interest method and accretion is reported as a component of interest expense in the Company's consolidated statements of operations. The interest expense attributed to the adoption of the FASB convertible debt accounting guidance for 2008 and 2007 was \$11.8 million and \$11.0 million, respectively, at an annualized effective interest rate of 8.4%. The adoption also resulted in a \$22.0 million prior period cumulative adjustment in the consolidated balance sheets and the consolidated statement of stockholders' equity and comprehensive loss that was included in the January 1, 2006 accumulated deficit beginning balance. The equity component is not required to be subsequently re-valued under the FASB convertible debt accounting guidance as long as it continues to qualify for equity treatment. The deferred financing costs associated with the issuance of the 2010 Notes were previously reported at \$7.2 million. These costs have been allocated proportionately between the liability and equity components. The issuance costs associated with the liability component continues to be included in other assets on the Company's consolidated balance sheets, whereas the issuance costs associated with the equity component are included in additional paid-in-capital and are not amortized.

The Company originally recorded amortization expense of note issuance costs of \$3.2 million for 2006 and no amortization expense of note issuance costs in 2008 and 2007 due to the acceleration of the remaining amortization of note issuance costs in connection with the notice of acceleration relative to the 2010 Notes. The adoption of the FASB convertible debt accounting guidance resulted in the reversal of the acceleration of amortization of note issuance costs in 2006. This decreased the amortization expense of note issuance costs for 2006 to \$0.5 million and increased the amortization expense of note issuance costs for 2007 and 2008 to \$0.5 million and \$0.6 million, respectively.

In the year ended December 31, 2008, the Company repurchased \$23.1 million face value of the outstanding 2010 Notes. The Company originally reported a net gain on extinguishment of \$4.4 million for 2008. The adoption of the FASB convertible debt accounting guidance decreased the gain on extinguishment for 2008 to \$2.5 million as a result of \$1.6 million of accelerated interest expense, which was recorded against the original gain amount, and \$0.3 million associated with the equity component.

The unamortized discount was amortized through January 2010 as the remaining \$137.0 million in face value of the 2010 Notes were paid upon maturity on February 1, 2010. The following adjustments have been made to the previously reported consolidated statements of operations for the years ended December 31, 2008 and the consolidated balance sheet as of December 31, 2008.

	<u>Year Ended December 31, 2008</u>		
	<u>As Previously Reported</u>	<u>Adjustments</u>	<u>As Adjusted</u>
	(In thousands, except per share amounts)		
Interest income and other income (expense), net . . . . .	\$ 17,042	\$ (1,843)	\$ 15,199
Interest expense on convertible notes . . . . .	\$ —	\$(11,805)	\$ (11,805)
Net loss before income taxes . . . . .	\$ (71,671)	\$(13,648)	\$ (85,319)
Provision for (benefit from) income taxes . . . . .	<u>\$ 124,252</u>	<u>\$ (10,461)</u>	<u>\$ 113,791</u>
Net loss . . . . .	<u>\$(195,923)</u>	<u>\$ (3,187)</u>	<u>\$(199,110)</u>
Net loss per share — Basic . . . . .	\$ (1.87)	\$ (0.03)	\$ (1.90)
Net loss per share — Diluted . . . . .	\$ (1.87)	\$ (0.03)	\$ (1.90)

Supplementary Financial Data

**RAMBUS INC.**  
**CONSOLIDATED SUPPLEMENTARY FINANCIAL DATA**  
**Quarterly Statements of Operations**  
**(Unaudited)**

	<u>Dec. 31, 2010</u>	<u>Sept. 30, 2010</u>	<u>June 30, 2010</u>	<u>March 31, 2010</u>	<u>Dec. 31, 2009</u>	<u>Sept. 30, 2009</u>	<u>June 30, 2009</u>	<u>March 31, 2009</u>
	(In thousands, except for per share amounts)							
Revenue:								
Royalties . . . . .	\$ 90,242	\$ 31,179	\$ 38,192	\$160,542	\$ 30,175	\$ 26,898	\$ 24,759	\$ 26,169
Contract revenue . . . . .	<u>679</u>	<u>564</u>	<u>670</u>	<u>1,322</u>	<u>641</u>	<u>976</u>	<u>2,224</u>	<u>1,165</u>
Total revenue . . . . .	<u>90,921</u>	<u>31,743</u>	<u>38,862</u>	<u>161,864</u>	<u>30,816</u>	<u>27,874</u>	<u>26,983</u>	<u>27,334</u>
Operating costs and expenses:								
Cost of revenue . . . . .	1,911	1,368	1,804	1,854	1,397	1,858	1,438	2,183
Research and development . . . . .	25,028	23,002	22,985	21,691	16,975	16,727	15,713	17,837
Marketing, general and administrative . . . . .	30,602	27,938	29,408	31,527	28,598	29,882	32,563	37,156
Costs (recoveries) of restatement and related legal activities, net . . . . .	797	1,229	1,638	526	542	68	(429)	(13,639)
Gain from settlement . . . . .	<u>(10,300)</u>	<u>(10,300)</u>	<u>(10,300)</u>	<u>(95,900)</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total operating costs and expenses (recoveries)(1) . . . . .	<u>48,038</u>	<u>43,237</u>	<u>45,535</u>	<u>(40,302)</u>	<u>47,512</u>	<u>48,535</u>	<u>49,285</u>	<u>43,537</u>
Operating income (loss) . . . . .	42,883	(11,494)	(6,673)	202,166	(16,696)	(20,661)	(22,302)	(16,203)
Interest income (expense) and other income, net . . . . .	(192)	312	316	425	581	891	1,173	1,440
Interest expense on convertible notes . . . . .	<u>(4,990)</u>	<u>(4,953)</u>	<u>(3,740)</u>	<u>(6,016)</u>	<u>(7,822)</u>	<u>(7,641)</u>	<u>(2,817)</u>	<u>(2,670)</u>
Interest and other income (expense), net . . . . .	<u>(5,182)</u>	<u>(4,641)</u>	<u>(3,424)</u>	<u>(5,591)</u>	<u>(7,241)</u>	<u>(6,750)</u>	<u>(1,644)</u>	<u>(1,230)</u>
Income (loss) before income taxes . . . . .	37,701	(16,135)	(10,097)	196,575	(23,937)	(27,411)	(23,946)	(17,433)
Provision for (benefit from) income taxes . . . . .	<u>4,617</u>	<u>4,441</u>	<u>2,393</u>	<u>45,676</u>	<u>(644)</u>	<u>85</u>	<u>25</u>	<u>(7)</u>
Net income (loss) . . . . .	<u>\$ 33,084</u>	<u>\$ (20,576)</u>	<u>\$ (12,490)</u>	<u>\$150,899</u>	<u>\$ (23,293)</u>	<u>\$ (27,496)</u>	<u>\$ (23,971)</u>	<u>\$ (17,426)</u>
Net income (loss) per share — basic . . . . .	<u>\$ 0.30</u>	<u>\$ (0.18)</u>	<u>\$ (0.11)</u>	<u>\$ 1.33</u>	<u>\$ (0.22)</u>	<u>\$ (0.26)</u>	<u>\$ (0.23)</u>	<u>\$ (0.17)</u>
Net income (loss) per share — diluted . . . . .	<u>\$ 0.29</u>	<u>\$ (0.18)</u>	<u>\$ (0.11)</u>	<u>\$ 1.28</u>	<u>\$ (0.22)</u>	<u>\$ (0.26)</u>	<u>\$ (0.23)</u>	<u>\$ (0.17)</u>
Shares used in per share calculations — basic . . . . .	<u>111,530</u>	<u>111,866</u>	<u>113,321</u>	<u>113,132</u>	<u>105,727</u>	<u>105,182</u>	<u>104,675</u>	<u>104,376</u>
Shares used in per share calculations — diluted . . . . .	<u>114,461</u>	<u>111,866</u>	<u>113,321</u>	<u>117,463</u>	<u>105,727</u>	<u>105,182</u>	<u>104,675</u>	<u>104,376</u>

(1) Stock-based compensation included in —

Cost of revenue . . . . .	\$ 27	\$ 17	\$ 29	\$ 100	\$ 96	\$ 283	\$ 233	\$ 390
Research and development . . . . .	\$ 2,423	\$ 2,470	\$ 2,703	\$ 2,569	\$ 2,429	\$ 2,332	\$ 2,214	\$ 2,740
Marketing, general and administrative . . . . .	\$ 4,870	\$ 4,976	\$ 5,199	\$ 5,165	\$ 5,042	\$ 5,134	\$ 5,403	\$ 5,289

(a)(2) Financial Statement Schedule

**RAMBUS INC.**

**FINANCIAL STATEMENT SCHEDULE**

The Financial Statement Schedule II — VALUATION AND QUALIFYING ACCOUNTS is filed as part of this Annual Report on Form 10-K.

**SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS**

	<u>Balance at Beginning of Period</u>	<u>Charged (Credited) to Operations</u>	<u>Charged to Other Account</u>	<u>Charges Utilized</u>	<u>Balance at End of Period</u>
			(In thousands)		
Tax Valuation Allowance					
Year ended December 31, 2008 .....	\$ —	154,031	(4,836)	—	\$149,195
Year ended December 31, 2009 .....	\$149,195	1,421	316	—	\$150,932
Year ended December 31, 2010 .....	\$150,932	—	177	(75,696)	\$ 75,413

(a)(3) Exhibits

See Exhibit Index immediately following the signature pages.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RAMBUS INC.

By: /s/ SATISH RISHI

Satish Rishi  
Senior Vice President, Finance and Chief Financial  
Officer

Date: February 25, 2011

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Satish Rishi as his true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign, and file with the Securities and Exchange Commission any and all amendments to this Annual Report on Form 10-K, together with all schedules and exhibits thereto, (ii) act on, sign, and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, and (iii) take any and all actions that may be necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ HAROLD HUGHES <b>Harold Hughes</b>	Chief Executive Officer, President and Director (Principal Executive Officer)	February 25, 2011
/s/ SATISH RISHI <b>Satish Rishi</b>	Senior Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	February 25, 2011
/s/ BRUCE DUNLEVIE <b>Bruce Dunlevie</b>	Chairman of the Board of Directors	February 25, 2011
/s/ J. THOMAS BENTLEY <b>J. Thomas Bentley</b>	Director	February 25, 2011
/s/ SUNLIN CHOU <b>Sunlin Chou</b>	Director	February 25, 2011
/s/ P. MICHAEL FARMWALD <b>P. Michael Farmwald</b>	Director	February 25, 2011

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ PENELOPE HERSCHER</u> <b>Penelope Herscher</b>	Director	February 25, 2011
<u>/s/ MARK HOROWITZ</u> <b>Mark Horowitz</b>	Director	February 25, 2011
<u>/s/ DAVID SHRIGLEY</u> <b>David Shrigley</b>	Director	February 25, 2011
<u>/s/ ABRAHAM D. SOFAER</u> <b>Abraham D. Sofaer</b>	Director	February 25, 2011
<u>/s/ ERIC STANG</u> <b>Eric Stang</b>	Director	February 25, 2011

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
2.1(1)	Asset Purchase Agreement, dated as of December 14, 2009, by and among Registrant, Rambus International Ltd., Rambus Delaware LLC, Global Lighting Technologies, Inc., Solid State OPTO Ltd. and Global Lighting Technologies, Inc.
3.1(2)	Amended and Restated Certificate of Incorporation of Registrant filed May 29, 1997.
3.2(3)	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Registrant filed June 14, 2000.
3.3(4)	Amended and Restated Bylaws of Registrant dated April 29, 2010.
4.1(5)	Form of Registrant's Common Stock Certificate.
4.5(6)	Indenture between Rambus Inc. and U.S. Bank, National Association, dated as of June 29, 2009 (including the form of 5% Convertible Senior Note due 2014 therein).
10.1(7)	Form of Indemnification Agreement entered into by Registrant with each of its directors and executive officers.
10.2(8)*	1997 Stock Plan (as amended and restated as of April 4, 2007) and related forms of agreements.
10.4(8)*	1999 Nonstatutory Stock Option Plan (as amended and restated as of April 4, 2007) and related form of agreement.
10.5(9)*	2006 Equity Incentive Plan (as amended and restated as of April 30, 2009).
10.6(10)*	Forms of agreements under the 2006 Equity Incentive Plan, as amended.
10.7(11)*	2006 Employee Stock Purchase Plan (as amended and restated as of February 21, 2007).
10.8(12)	Development Agreement, dated as of January 6, 2003, by and among Registrant, Sony Computer Entertainment Inc. and Toshiba Corporation.
10.9(12)	Redwood and Yellowstone Semiconductor Technology License Agreement, dated as of January 6, 2003, between Registrant, Sony Corporation and Sony Computer Entertainment Inc.
10.11(13)†	Settlement and License Agreement, dated as of March 21, 2005, by and between Registrant and Infineon Technologies AG.
10.12(14)†	Amendment No. 1 to Settlement and License Agreement, dated as of July 8, 2008, by and between Registrant and Qimonda AG.
10.13(1)	Triple Net Space Lease, dated as of December 15, 2009, by and between Registrant and MT SPE, LLC.
10.14(15)†	Settlement Agreement, dated January 19, 2010, among Registrant, Samsung Electronics Co., Ltd, Samsung Electronics America, Inc., Samsung Semiconductor, Inc. and Samsung Austin Semiconductor, L.P.
10.15(15)†	Semiconductor Patent License Agreement, dated January 19, 2010, between Registrant and Samsung Electronics Co., Ltd.
10.16(15)†	Stock Purchase Agreement, dated January 19, 2010, between Registrant and Samsung Electronics Co., Ltd.
10.17(16)	Confirmation between Rambus Inc. and J.P. Morgan Securities Inc., as agent for JPMorgan Chase Bank, National Association, London Branch, dated August 19, 2010.
12.1(17)	Computation of ratio of earnings to fixed charges.
21.1	Subsidiaries of Registrant.
23.1	Consent of Independent Registered Public Accounting Firm.
24	Power of Attorney (included in signature page).
31.1	Certification of Principal Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.



<u>Exhibit Number</u>	<u>Description of Document</u>
32.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS ±	XBRL Instance Document
101.SCH ±	XBRL Taxonomy Extension Schema Document
101.CAL ±	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB ±	XBRL Taxonomy Extension Label Linkbase Document
101.PRE ±	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF ±	XBRL Taxonomy Extension Definition Linkbase Document

\* Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.

† Confidential treatment has been granted with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

± XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

- (1) Incorporated by reference to the Form 10-K filed on February 25, 2010.
- (2) Incorporated by reference to the Form 10-K filed on December 15, 1997.
- (3) Incorporated by reference to the Form 10-Q filed on May 4, 2001.
- (4) Incorporated by reference to the Form 10-Q filed on July 30, 2010.
- (5) Incorporated by reference to the Form S-1/A (file no. 333-22885) filed on April 24, 1997.
- (6) Incorporated by reference to the Form 8-K filed on June 29, 2009.
- (7) Incorporated by reference to the Form S-1 (file no. 333-22885) filed on March 6, 1997.
- (8) Incorporated by reference to the Form 10-K filed on September 14, 2007.
- (9) Incorporated by reference to the Form 8-K filed on May 4, 2009.
- (10) Incorporated by reference to the Form 8-K filed on May 16, 2006.
- (11) Incorporated by reference to the Form 10-Q for the period ended June 30, 2006 filed on September 14, 2007.
- (12) Incorporated by reference to the Form 10-Q filed on April 30, 2003.
- (13) Incorporated by reference to the Form 10-Q filed on April 29, 2005. Assigned to Qimonda in October 2006 in connection with Infineon's spin-off of Qimonda.
- (14) Incorporated by reference to the Form 10-Q filed on October 31, 2008.
- (15) Incorporated by reference to the Form 10-Q filed on May 3, 2010.
- (16) Incorporated by reference to the Form 8-K filed on August 19, 2010.
- (17) Incorporated by reference to the Form S-3 filed on June 22, 2009.



**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON APRIL 28, 2011**

To our stockholders:

You are cordially invited to attend the 2011 Annual Meeting of Stockholders of Rambus Inc. The Annual Meeting will be held on:

Date: Thursday, April 28, 2011  
Time: 9:00 a.m., local time  
Place: Sheraton Sunnyvale Hotel  
1100 N. Mathilda Avenue  
Sunnyvale, California 94089

The following matters will be voted on at the Annual Meeting:

1. Election of five Class II directors;
2. An Advisory vote on Executive Compensation;
3. An Advisory vote on the Frequency of Holding an Advisory Vote on Executive Compensation;
4. Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm; and
5. Such other business as may properly come before the Annual Meeting or any adjournment or postponement of the meeting.

We are not aware of any other business to come before the meeting.

These items of business are more fully described in the Proxy Statement which accompanies this Notice of Annual Meeting.

Only stockholders of record as of February 28, 2011, may vote at the Annual Meeting. Whether or not you plan to attend the meeting, please vote at [www.proxyvote.com](http://www.proxyvote.com), call 1-800-690-6903 or complete, sign, date and return the accompanying proxy card in the enclosed postage-paid envelope. Returning the proxy card does NOT deprive you of your right to attend the meeting and to vote your shares in person. The Proxy Statement explains proxy voting and the matters to be voted on in more detail. Please read this Proxy Statement carefully. We look forward to seeing you at the Annual Meeting.

By Order of the Board of Directors

Thomas R. Lavelle  
Sr. Vice President, General Counsel and Secretary

Sunnyvale, California  
March 17, 2011

**YOUR VOTE IS IMPORTANT**

**WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE VOTE AT  
[WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM), CALL 1-800-690-6903, OR COMPLETE, SIGN, DATE AND RETURN  
THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN THE ENCLOSED ENVELOPE**

**RAMBUS INC.**  
**PROXY STATEMENT**  
**FOR**  
**2011 ANNUAL MEETING OF STOCKHOLDERS**  
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Proxy

**RAMBUS INC.  
PROXY STATEMENT  
FOR  
2011 ANNUAL MEETING OF STOCKHOLDERS**

**INFORMATION CONCERNING SOLICITATION AND VOTING**

The enclosed proxy is solicited on behalf of the Board of Directors of Rambus Inc. (“Rambus” or “we,” “us” or the “Company”) for use at our 2011 Annual Meeting of Stockholders (the “Annual Meeting”) to be held on Thursday, April 28, 2011 at 9:00 a.m. local time, and at any postponement or adjournment of the meeting. The purpose of the Annual Meeting is described in the accompanying Notice of Annual Meeting of Stockholders.

The Annual Meeting will be held at the Sheraton Sunnyvale Hotel located at 1100 N. Mathilda Avenue, Sunnyvale, California 94089.

Our principal executive offices are located at 1050 Enterprise Way, Suite 700, Sunnyvale, California 94089; our telephone number is (408) 462-8000; and our internet address is [www.rambus.com](http://www.rambus.com).

These proxy solicitation materials and the enclosed Annual Report for the fiscal year ended December 31, 2010, including our Annual Report on Form 10-K for the year ended December 31, 2010 (the “Form 10-K”) were first mailed on or about March 17, 2011, to all stockholders entitled to vote at the meeting.

**GENERAL INFORMATION ABOUT THE MEETING**

**Who May Attend**

You may attend the Annual Meeting if you owned your shares, either as a stockholder of record or as a beneficial owner (as described below), as of the close of business on February 28, 2011 (the “Record Date”).

*Stockholders of Record*

If your shares are registered directly in your name, then you are considered to be the stockholder of record with respect to those shares, and we are sending these proxy materials directly to you. To attend the meeting as a stockholder of record, please bring proper identification.

*Beneficial Owners*

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in “street name,” and your broker or nominee is forwarding these proxy materials to you. Your broker or nominee is considered to be the stockholder of record with respect to those shares. To attend the meeting as a beneficial owner, please bring proper identification and a statement from the broker, bank or other nominee holding your shares that confirms your beneficial ownership of the shares as of the Record Date.

**Who May Vote**

You may vote at the Annual Meeting if you owned your shares, either as a stockholder of record or as a beneficial owner, as of the close of business on the Record Date. As of that date, we had a total of 107,672,235 shares of common stock outstanding, which were held of record by approximately 678 stockholders. As of the Record Date, we had no shares of preferred stock outstanding. You are entitled to one vote for each share of our common stock that you own.

## Voting Your Proxy

### *Stockholders of Record*

If you hold your shares in your own name as a holder of record, you may instruct the proxy holders how to vote your common stock by:

- voting via the internet at [www.proxyvote.com](http://www.proxyvote.com);
- voting by telephone at 1-800-690-6903; or
- signing, dating and mailing the proxy card in the postage-paid envelope that we have provided.

Even if you vote your shares by proxy, you may also choose to attend the meeting and vote your shares in person. If you provide instructions in your completed proxy card, the proxy holders will vote your shares in accordance with those instructions. If you sign and return a proxy card without giving specific voting instructions, your shares will be voted “FOR” Proposals One, Two and Four and “1 year” on Proposal Three as such proposals are as described herein.

### *Beneficial Owners*

If you are the beneficial owner of shares held in street name, you have the right to direct your broker how to vote. Your broker or nominee has enclosed with these materials or provided voting instructions for you to use in directing the broker or nominee how to vote your shares.

You are invited to attend the meeting and vote your shares in person at the meeting. **However, since you are not the stockholder of record, you must obtain and bring with you to the meeting a “legal proxy” from the broker, bank or other nominee holding your shares that confirms your beneficial ownership of the shares and gives you the right to vote your shares at the meeting.**

## Discretionary Voting Power; Matters to be Presented

We are not aware of any matters to be presented at the Annual Meeting other than those described in this Proxy Statement. If any matters not described in this Proxy Statement are properly presented at the meeting, the proxy holders will use their own judgment to determine how to vote your shares. If the meeting is adjourned or postponed, the proxy holders can vote your shares on the new meeting date as well, unless you have subsequently revoked your proxy.

## Changing Your Vote

### *Stockholders of Record*

If you would like to change your vote you can do so in the following ways:

- deliver written notice of your revocation to our corporate Secretary prior to the Annual Meeting;
- deliver a properly executed, later dated proxy prior to the Annual Meeting; or
- attend the Annual Meeting and vote in person.

Please note that your attendance at the meeting in and of itself is not enough to revoke your proxy.

### *Beneficial Owners*

If you instructed a broker or nominee to vote your shares following the directions originally included with these materials or provided to you,

you can change your vote only by following your broker or nominee's directions for doing so. You can only change your vote at the Annual Meeting if you have obtained a "legal proxy" from the broker, bank or other nominee holding your shares that confirms your beneficial ownership of the shares and gives you the right to vote your shares at the meeting.

**Cost of this Proxy Solicitation**

We will bear the cost of this proxy solicitation. In addition to soliciting proxies by mail, our directors, officers and employees may solicit proxies in person or by telephone or facsimile. None of these individuals will receive any additional or special compensation for doing this, but they may be reimbursed for reasonable out-of-pocket expenses. We have also hired Morrow & Co., LLC to help us solicit proxies from brokers, bank nominees and other institutional owners. We expect to pay Morrow & Co., LLC a fee of up to approximately \$8,500 for its services, and we will reimburse certain out-of-pocket expenses.

**Meeting Quorum**

The Annual Meeting will be held if a majority of our outstanding shares of common stock entitled to vote at the meeting are represented in person or by proxy.

**Our Voting Recommendations**

When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the directions of the stockholder. However, if no specific instructions are given, the shares will be voted in accordance with the following recommendations of our Board of Directors:

- "FOR" the election of J. Thomas Bentley, P. Michael Farmwald, Ph.D., Penelope A. Herscher, David Shrigley and Eric Stang as Class II directors;
- "FOR" the approval of the compensation of our named executive officers, as disclosed in this Proxy Statement;
- "FOR" the option of once every year as the frequency with which stockholders are provided an advisory vote on executive compensation; and
- "FOR" the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011.

**Abstentions, Withheld, and Broker Non-Votes**

We treat shares that are voted "WITHHELD" or "ABSTAIN" in person or by proxy as being:

- present for purposes of determining whether or not a quorum is present at the Annual Meeting; and
- entitled to vote on a particular subject matter at the Annual Meeting.

A "WITHHELD" or "ABSTAIN" vote is the same as voting against a proposal that has a required, affirmative voting threshold, such as Proposals Two and Four, but will have no effect on Proposal One, the election of our Class II directors, who are elected by a plurality of votes, or on Proposal Three, the advisory vote on the frequency of the advisory vote on executive compensation.

If you hold your common stock through a broker, the broker may be prevented from voting shares held in your brokerage account on some



proposals (a “broker non-vote”) unless you have given the broker voting instructions. Thus, if you hold your common stock through a broker, it is critical that you cast your vote if you want it to count. If you hold your common stock through a broker and you do not instruct your broker how to vote on Proposals One, Two and/or Three, it will be considered a broker non-vote and no votes will be cast on your behalf with respect to such Proposal(s). A broker non-vote with respect to Proposals One and Three will have no effect on such proposals. A broker non-vote with respect to Proposal Two is the same as voting against Proposal Two. **With respect to Proposal Four, if you do not instruct your broker how to vote, your vote may be made in accordance with management’s recommendation on Proposal Four.**

Shares that are subject to a broker non-vote are counted for purposes of determining whether a quorum exists but do not count for or against any particular proposal.

Your broker will continue to have discretion to vote any uninstructed shares on Proposal Four, the Ratification of the Appointment of the Company’s Independent Registered Public Accounting Firm.

If you are a stockholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the Annual Meeting. With respect to all proposals, we may vote uninstructed proxy cards in accordance with management’s recommendation on such Proposals.

#### **Deadline for Receipt of Stockholder Proposals**

Stockholders may present proposals for action at a future annual meeting only if they comply with the requirements of the proxy rules established by the Securities and Exchange Commission (“SEC”). Stockholder proposals, including nominations for the election of directors, which are intended to be presented by such stockholders at our 2012 Annual Meeting of Stockholders must be received by us no later than November 18, 2011 to be considered for inclusion in the proxy statement and proxy card relating to that meeting.

In addition to the SEC rules and regulations, our bylaws establish an advance notice procedure for proposals that a stockholder wants to have included in our proxy statement relating to a meeting. Generally for these proposals, including the nomination of a person for director, a stockholder must provide written notice to our corporate Secretary at least 90 days in advance of the meeting. However, in the event that less than 100 days notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be received not later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made.

Moreover, your notice must contain specific information concerning the matters to be brought before the meeting. We urge you to read our bylaws in full in order to understand the requirements of bringing a proposal or nomination.

A copy of the full text of the bylaw provision relating to our advance notice procedure may be obtained by writing to our corporate

Secretary or by accessing a copy of our bylaws, which are publicly available at <http://www.sec.gov>. All notices of proposals by stockholders, whether or not included in proxy materials, should be sent to Rambus Inc., 1050 Enterprise Way, Suite 700, Sunnyvale, California 94089, Attention: Secretary.

### **Communication With the Board of Directors**

Our Board of Directors may be contacted by writing to them via regular mail at Board of Directors, Rambus Inc., 1050 Enterprise Way, Suite 700, Sunnyvale, California 94089. If you wish to contact our Board of Directors or any member of the Audit Committee to report questionable accounting or auditing matters you may do so anonymously by using this mailing address and designating the communication as “confidential.”

Our process for handling communications to our Board of Directors is as follows:

Any stockholder communications that our Board of Directors receives will first go to our Secretary/General Counsel, who will log the date of receipt of the communication as well as (for non-confidential communications) the identity of the correspondent in our stockholder communications log.

Unless the communication is marked “confidential,” our Secretary/General Counsel will review, summarize and, if appropriate, draft a response to the communication in a timely manner. The summary and response will be in the form of a memo, which will become part of the stockholder communications log that our Secretary/General Counsel maintains with respect to all stockholder communications.

Our Secretary/General Counsel will then forward the original stockholder communication along with the memo to the member(s) of our Board of Directors (or committee chair if the communication is addressed to a committee) for review.

Any stockholder communication marked “confidential” will be logged by our Secretary/General Counsel as “received” but will not be reviewed, opened or otherwise held by our Secretary/General Counsel. Such confidential correspondence will be immediately forwarded to the addressee(s) without a memo or any other comment by our Secretary/General Counsel.

### **Annual Meeting Attendance**

Members of our Board of Directors are invited but not required to attend the Annual Meeting of Stockholders. The 2010 Annual Meeting of Stockholders was attended by the following members of our Board of Directors: Messrs. Chou, Dunlevie, Hughes, Shrigley, Sofaer and Stang, and Ms. Herscher.

### **“Householding” of Proxy Materials**

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially provides extra convenience for stockholders and cost savings for companies. The Company and some brokers household proxy materials, delivering a single proxy. If your proxy statement is

being householded and you would like to receive separate copies, or if you are receiving multiple copies and would like to receive a single copy, please contact Investor Relations at Rambus Inc., 1050 Enterprise Way, Suite 700, Sunnyvale, California 94089, Attention: Secretary, or [ir@rambus.com](mailto:ir@rambus.com), or place a collect call to the Company, at (408) 462-8000, and direct the call to the Investor Relations Department.

**Delivery of Proxy Materials**

To receive current and future proxy materials, such as annual reports, proxy statements and proxy cards, in either paper or electronic form, please contact Investor Relations at [ir@rambus.com](mailto:ir@rambus.com) or <http://investor.rambus.com>, or place a collect call to the Company, at (408) 462-8000, and direct the call to the Investor Relations Department.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 28, 2011**

**The Notice and Proxy Statement, Annual Report to Shareholders and 10-K Combo  
document are available at [www.proxyvote.com](http://www.proxyvote.com).**

**PROPOSAL ONE:  
ELECTION OF DIRECTORS**

Our Board of Directors is currently composed of ten members who are divided into two classes with overlapping two-year terms. We currently have five Class I directors and five Class II directors. At each annual meeting of stockholders, a class of directors is elected for a term of two years to succeed those directors whose terms expire on the annual meeting date. A director serves in office until his or her respective successor is duly elected and qualified or until his or her death or resignation. Any additional directorships resulting from an increase in the number of directors will be distributed among the two classes so that, as nearly as possible, each class will consist of an equal number of directors. Any vacancy occurring mid-term will be filled by a person selected by a majority of the other current members of the Board of Directors. There is no family relationship between any of our directors.

**Nominees**

Five Class II directors are to be elected at the Annual Meeting for a two-year term ending in 2013. Based upon the recommendation of our Corporate Governance/Nominating Committee, our Board has nominated: J. Thomas Bentley, P. Michael Farmwald, Ph.D., Penelope A. Herscher, David Shrigley, and Eric Stang for election as Class II directors.

If any of J. Thomas Bentley, P. Michael Farmwald, Ph.D., Penelope A. Herscher, David Shrigley, or Eric Stang is unable or declines to serve as a director at the time of the Annual Meeting, proxies will be voted for a substitute nominee or nominees designated by the Board of Directors.

**Vote Required**

Directors are elected by a plurality of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. This means that the five nominees who receive the greatest number of votes will be elected. There are no cumulative voting rights in the election of directors. Stockholders as of the Record Date may vote their shares for some, all or none of the Class II nominees.

**Information About Nominees and Other Directors**

The members of our Board of Directors have deep executive and board leadership experience derived from their respective tenures as executives and directors of technology companies of various sizes. The following table contains information regarding the Class II nominees and other directors as of February 28, 2011. This information includes the specific experience, qualifications, attributes and skills that led to the Board of Directors' conclusion that the person should serve as a director.

**Nominees for Class II Directors**

<u>Name</u>	<u>Age</u>	<u>Principal Occupation and Business Experience</u>
J. Thomas Bentley . . . . .	61	Mr. Bentley has served as a director since March 2005. He served as a managing director at SVB Alliant (formerly Alliant Partners), a mergers and acquisitions firm, since he co-founded the firm in 1990 until October 2005. Mr. Bentley holds a B.A. in Economics from Vanderbilt University and an M.S. in Management from the Massachusetts Institute of Technology. Mr. Bentley currently serves on the board of Nanometrics, Inc. and various private companies and non-profit institutions.



<u>Name</u>	<u>Age</u>	<u>Principal Occupation and Business Experience</u>
P. Michael Farmwald, Ph.D. . . . . .	56	<p>Mr. Bentley’s financial expertise and years of business and leadership experience, including fifteen years as a co-founder of a financial advisory firm, allow him to provide strategic guidance to us and led the Board of Directors to conclude that he should serve as a director. In addition, our Board of Directors’ determination that Mr. Bentley is the Audit Committee “financial expert” lends further support to his financial acumen and qualifications for serving on our Board of Directors.</p> <p>Dr. Farmwald has served as a director since our founding in March 1990 and has served as senior technical advisor since October 2006. In his role as senior technical advisory, Dr. Farmwald provides certain limited advisory services, but has little or no operating involvement with the day-to-day activities of the Company. In addition, he served as vice president and chief scientist from March 1990 to November 1993. Dr. Farmwald founded Skymoon Ventures, a venture capital firm, in 2000. In addition, Dr. Farmwald has co-founded other semiconductor companies, including Matrix Semiconductor, Inc. in 1997. Dr. Farmwald holds a B.S. in Mathematics from Purdue University and a Ph.D. in Computer Science from Stanford University.</p> <p>Dr. Farmwald’s status as one of our founders and an inventor of the Farmwald/Horowitz patents, his twenty-year tenure on our Board of Directors and his deep technical expertise led the Board of Directors to conclude that he should serve as a director.</p>
Penelope A. Herscher . . . . .	50	<p>Ms. Herscher has served as a director since July 2006. She currently holds the position of president and chief executive officer of FirstRain, Inc., a custom-configured, on-demand intelligence services firm, which she joined in 2005. Ms. Herscher previously held the position of executive vice president and chief marketing officer at Cadence Design Systems from 2002 to 2003, and executive vice president and general manager, Design and Verification Business during the second half of 2003. From 1996 to 2002, Ms. Herscher was president and chief executive officer of Simplex Solutions, which was acquired by Cadence in 2002. Before Simplex, she was an executive at Synopsys for eight years and started her career as an R&amp;D engineer with Texas Instruments. She holds a M.A. with honors in Mathematics from Cambridge University in England. Ms. Herscher serves on the boards of FirstRain, JDS Uniphase, Inc. and several non-profit institutions.</p>

<u>Name</u>	<u>Age</u>	<u>Principal Occupation and Business Experience</u>
David Shrigley . . . . .	62	<p>Ms. Herscher's experience as chief executive officer of technology companies, the successful sale of a company under her leadership to a larger technology company and her years of business and leadership experience led the Board of Directors to conclude that she should serve as a director.</p> <p>Mr. Shrigley has served as a director since October 2006. He is currently the Executive Chairman of Soil and Topography Information, Inc. Mr. Shrigley was a member of the board of Wolfson Microelectronics plc, a supplier of mixed-signal chips for the digital market from November 2006 to December 2008, and was its chief executive officer from March 2007. He served as a general partner at Sevin Rosen Funds, a venture capital firm, from 1999 to 2005. Prior to that, Mr. Shrigley held the position of executive vice president, Marketing, Sales and Service at Bay Networks. Mr. Shrigley served in various executive positions at Intel, including vice president and general manager of Asia Pacific sales and marketing operations based in Hong Kong, and vice president and general manager, corporate marketing. Mr. Shrigley holds a B.S. in Business Administration from Franklin University. In the past five years, Mr. Shrigley has served on the boards of SPI Lasers plc and Wolfson Microelectronics plc, and currently serves on the board of a private company.</p>
Eric Stang. . . . .	51	<p>Mr. Shrigley's experience as a director and executive officer of high technology companies, his experience in the venture capital industry and his years of international business and leadership experience led the Board of Directors to conclude that he should serve as a director.</p> <p>Mr. Stang has served as a director since July 2008. Mr. Stang currently serves as a director, president and chief executive officer of Ooma, Inc., a provider of broadband telephony products, a position he has held since January 2009. Prior to joining Ooma, Mr. Stang served as a director, chief executive officer and president of Reliant Technologies, Inc., a developer of medical technology solutions for aesthetic applications, from 2006 to 2008. Mr. Stang previously served as chief executive officer and president of Lexar Media, Inc., a provider of solid state memory products from 2001 to 2006 and Chairman from 2004 to 2006. Mr. Stang received his A.B. from Stanford University and M.B.A. from the Harvard Business School. Mr. Stang also serves on the boards of Solta Medical and several private companies.</p>

Proxy



Principal Occupation and Business Experience

Mr. Stang’s experience as chief executive officer of high technology companies, his prior experience in the memory products market and his years of business and leadership experience led the Board of Directors to conclude that he should serve as a director.

**Incumbent Class I Directors Whose Terms Expire in 2012**

<u>Name</u>	<u>Age</u>	<u>Principal Occupation and Business Experience</u>
Sunlin Chou, Ph.D. . . . . .	64	<p>Dr. Chou was appointed to the Board of Directors in March 2006. Dr. Chou served for 34 years at Intel Corporation, before retiring in 2005 as a senior vice president. He was co-general manager of the Technology and Manufacturing Group from 1998 to 2005. Dr. Chou holds a B.S., M.S. and E.E. in Electrical Engineering from Massachusetts Institute of Technology and received a Ph.D. in Electrical Engineering from Stanford University. Dr. Chou serves on the board of several non-profit institutions.</p> <p>During his career, Dr. Chou organized and led research and development teams to innovate rapidly and continuously in order to maintain technological leadership. Dr. Chou’s understanding of the technical, organizational and strategic business aspects of the semiconductor integrated circuit industry led the Board of Directors to conclude that he should serve as a director.</p>
Bruce Dunlevie . . . . .	54	<p>Mr. Dunlevie has served as a director since our founding in March 1990. He has been a general partner of the venture capital firm Benchmark Capital since May 1995, and was a general partner of the venture capital firm Merrill, Pickard, Anderson &amp; Eyre between 1989 and 2000. He holds a B.A. in History and English from Rice University and an M.B.A. from Stanford University. In the past five years, Mr. Dunlevie has served on the board of Palm, Inc. and various private companies.</p> <p>Mr. Dunlevie’s twenty-year tenure on our Board of Directors and his years of venture capital industry experience led the Board of Directors to conclude that he should serve as a director.</p>

<u>Name</u>	<u>Age</u>	<u>Principal Occupation and Business Experience</u>
Mark Horowitz, Ph.D. . . . .	53	<p>Dr. Horowitz has served as a director since our founding in March 1990 and has served as chief scientist since May 2005. Dr. Horowitz also served as a vice president from March 1990 to May 1994. Dr. Horowitz has taught at Stanford University since 1984 where he is currently a professor of Electrical Engineering and Computer Science. He holds B.S. and M.S. degrees in Electrical Engineering from the Massachusetts Institute of Technology and received his Ph.D. in Electrical Engineering from Stanford University.</p> <p>Dr. Horowitz's status as one of our founders and an inventor of the Farmwald/Horowitz patents, his twenty-year long tenure on our Board of Directors, his deep roots in academia and his deep technical expertise led the Board of Directors to conclude that he should serve as a director.</p>
Harold Hughes . . . . .	65	<p>Mr. Hughes has served as our chief executive officer and president since January 2005 and as a director since June 2003. He served as a United States Army Officer from 1969 to 1972 before starting his private sector career at Intel Corporation. Mr. Hughes held a variety of positions within Intel Corporation from 1974 to 1997, including treasurer, vice president of Intel Capital, chief financial officer, and vice president of Planning and Logistics. Following his tenure at Intel, Mr. Hughes was the chairman and chief executive officer of Pandesic, LLC. He holds a B.A. from the University of Wisconsin and an M.B.A. from the University of Michigan. In the past five years, he has served as a director of Berkeley Technology, Ltd. and a private company.</p> <p>Mr. Hughes' six-year tenure as our Chief Executive Officer, his prior leadership experience at Intel Corporation and his ability to provide deep and valuable operational and strategic insight to the Board of Directors led the Board of Directors to conclude that he should serve as a director.</p>



<u>Name</u>	<u>Age</u>	<u>Principal Occupation and Business Experience</u>
Abraham D. Sofaer . . . . .	72	<p>Mr. Sofaer has served as a director since May 2005. He has been the George P. Shultz Distinguished Scholar and Senior Fellow at the Hoover Institution at Stanford University since 1994. Mr. Sofaer has a long and distinguished career in the legal profession. Prior to assuming his current roles, he served in private practice as a partner at Hughes, Hubbard &amp; Reed in Washington, D.C. and as the chief legal adviser to the U.S. Department of State. From 1979 to 1985, Mr. Sofaer served as a U.S. District Judge for the Southern District of New York. He was a professor at the Columbia University School of Law from 1969 to 1979, and from 1967 to 1969 was an Assistant U.S. Attorney in the Southern District of New York. Mr. Sofaer graduated magna cum laude with a B.A. in History from Yeshiva College and received his law degree from the New York University School of Law where he was editor-in-chief of the NYU Law Review. He clerked for Hon. J. Skelly Wright on the U.S. Court of Appeals for the District of Columbia Circuit and for Justice William J. Brennan, Jr. on the U.S. Supreme Court. In the past five years, Mr. Sofaer has served as a director of NTI, Inc., Gen-Probe, Inc. and several private companies and non-profit institutions.</p> <p>Mr. Sofaer's extensive and varied experience in legal affairs allows him to assist us with the complex legal challenges we face and led the Board of Directors to conclude that he should serve as a director. He has brought a unique legal and strategic perspective to us and rendered specific contributions by serving on the Special Litigation Committee that helped us deal with the options backdating matter, and by leading the settlement negotiation of the shareholder action stemming from the same affair. Until the appointment of our present General Counsel, he served as the Chair of the Committee on Legal Affairs, which helped formulate policy and strategy in defense of legal challenges. In addition, his experience in government and public policy has enabled him to serve as a valuable member of our Audit Committee and Corporate Governance/Nominating Committee.</p>

## **Board of Directors Meetings and Committees**

Our Board of Directors held a total of six meetings during 2010. During 2010, each member of our Board of Directors attended 75% or more of the meetings of the Board of Directors and of the committees, if any, of which she or he was a member.

## **Director Independence**

Our Board of Directors has determined that each of the following directors, constituting a majority of our Board of Directors, has no material relationship with us (either directly as a partner, stockholder or officer of an organization that has a relationship with us) and is “independent” as defined under Nasdaq Rule 5605 and the applicable rules promulgated by the SEC: J. Thomas Bentley, Sunlin Chou, Bruce Dunlevie, P. Michael Farmwald, Penelope A. Herscher, David Shrigley, Abraham D. Sofaer and Eric Stang. In 2010, our Board of Directors undertook an assessment of Dr. Farmwald’s relationship with the Company. Given Dr. Farmwald’s role as senior technical advisor in which he provides limited advisory services and has little or no operating involvement with the day-to-day activities of the Company, the Board of Directors has determined that Dr. Farmwald is “independent” under Nasdaq Rule 5605 and the applicable rules promulgated by the SEC.

Each of the committees of our Board of Directors is composed of independent directors as follows:

Audit Committee:	J. Thomas Bentley (Chair) Abraham D. Sofaer Eric Stang
Compensation Committee:	Penelope A. Herscher (Chair) David Shrigley Eric Stang
Corporate Governance/ Nominating Committee:	Sunlin Chou (Chair) David Shrigley Abraham D. Sofaer

## **Director Qualifications**

Except as may be required by rules promulgated by Nasdaq or the SEC, there are currently no specific, minimum qualifications that must be met by each candidate for our Board of Directors, nor are there any specific qualities or skills that are necessary for one or more of the members of our Board of Directors to possess. The Corporate Governance/Nominating Committee considers a number of factors in its assessment of the appropriate skills and characteristics of members of the Board of Directors, as well as the composition of the Board of Directors as a whole. These factors include the members' qualification as independent, as well as consideration of judgment, character, integrity, diversity, skills, and experience in such areas as operations, technology, finance, and the general needs of the Board of Directors and such other factors as the Corporate Governance/Nominating Committee may consider appropriate. The Corporate Governance/Nominating Committee does not have a formal policy with respect to diversity. However, the Board of Directors and the Corporate Governance/Nominating Committee believe that it is essential that the members of the Board of Directors represent diverse viewpoints. In considering candidates for the Board of Directors, the Board of Directors and the Corporate Governance/Nominating Committee consider the entirety of each candidate's credentials in the context of the factors mentioned above.

## **Corporate Governance Principles**

We are committed to maintaining the highest standards of business conduct and corporate governance, which we believe are essential to running our business efficiently, serving our stockholders well and maintaining our integrity in the marketplace. We have adopted, and recently updated, a code of business conduct and ethics for directors, officers, and employees known as the Code of Business Conduct and Ethics, which is available on our website at <http://investor.rambus.com/documentdisplay.cfm?DocumentID=5115>.

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act requires our executive officers, directors and ten percent stockholders to file reports of ownership and changes in ownership with the SEC. The same persons are required to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of these forms, we believe that during fiscal 2010 all of our executive officers, directors and ten percent stockholders complied with the applicable filing requirements.

## **Executive Sessions of the Independent Directors**

It is the policy of the Board of Directors to have executive sessions of the independent directors at which only independent directors are present, typically in conjunction with the regularly scheduled meetings of the Board of Directors.

## **Committees of the Board of Directors**

During 2010, our Board of Directors had three standing committees:

- an Audit Committee,
- a Compensation Committee and
- a Corporate Governance/Nominating Committee.

The following describes each committee, its function, its membership, and the number of meetings held during 2010.

Each of the committees operates under a written charter adopted by our Board of Directors. All of the current committee charters are available on our website at <http://investor.rambus.com/documents.cfm>.

### **Audit Committee**

Currently, the Audit Committee is composed of J. Thomas Bentley, Abraham D. Sofaer and Eric Stang, with Mr. Bentley serving as Chair. The Audit Committee oversees our corporate accounting and financial reporting processes and internal control over financial reporting, as well as our internal and external audits. The Audit Committee held eight meetings during 2010. Its duties include:

- Reviewing our accounting and financial reporting processes and internal control over financial reporting;
- Providing oversight and review at least annually of our risk management policies, including our investment policy;
- Retaining the independent registered public accounting firm, approving their fees, and providing oversight of communication with them;
- Reviewing the plans, findings and performance of our internal auditors;
- Reviewing our annual and quarterly financial statements and related disclosure documents; and
- Overseeing special investigations into financial and other matters, as necessary.

Our Board of Directors has determined that Mr. Bentley is the Audit Committee “financial expert” and that Mr. Bentley, together with each of Messrs. Sofaer and Stang, has no material relationship with us (either directly as a partner, stockholder or officer of an organization that has a relationship with us) and is an “independent director” as defined under Nasdaq Rule 5605 and the applicable rules promulgated by the SEC.

The Audit Committee’s role is detailed in the Audit Committee Charter and is available on our website at <http://investor.rambus.com/documentdisplay.cfm?DocumentID=5108>.

### **Compensation Committee**

Currently, the Compensation Committee is composed of Penelope A. Herscher, David Shrigley and Eric Stang, with Ms. Herscher serving as Chair. All members of the Compensation Committee are non-employee, outside directors. The Compensation Committee reviews and determines all forms of compensation to be provided to our executive officers, including the named executive officers and directors of Rambus, including base compensation, bonuses, and stock compensation. The Compensation Committee held 13 meetings during 2010. Its duties include:

- Annually review and approve the CEO and other executive officers’ compensation in the context of their performance, which includes reviewing and approving their annual base salary, annual incentive bonus, including the specific goals, targets, and amounts, equity compensation, employment agreements, severance arrangements,



and change in control agreements/provisions, and any other benefits, compensation or arrangements, as applicable;

- Administer our stock option and equity incentive plans pursuant to the terms of such plans and the authority delegated by our Board of Directors. In its administration of the plans, the Compensation Committee may: grant stock options, stock appreciation rights, restricted stock, restricted stock units or other equity compensation to individuals eligible for such grants and amend such awards following their grant; amend the plans; and delegate to appropriate executive officers of the Company the ability to grant awards to non-executive officer employees of the Company pursuant to specific guidelines.
- Adopt, amend and oversee the administration of our significant employee benefits programs;
- Review external surveys to establish appropriate ranges of compensation; and
- Retain and terminate any compensation consultant to assist in the evaluation of CEO or executive officer or director compensation, and approve the consultant's fees and other terms of service, as well as obtain advice and assistance from internal or external legal, accounting or other advisors.
- Conduct an annual assessment of the Company's engagement with compensation consultants retained by the Board and/or management, as applicable, including the nature and extent of services provided, the amount of fees paid and who made or recommended the decision to retain the compensation consultants.

A detailed description of the processes and procedures of the Compensation Committee for considering and determining executive and director compensation is provided in the "Executive Compensation" section of this proxy statement.

The Compensation Committee's role is detailed in the Compensation Committee Charter, which is available on our website at <http://investor.rambus.com/documentdisplay.cfm?DocumentID=5109>.

#### **Compensation Committee Interlocks and Insider Participation**

During 2010, there were no interlocking relationships. Please see the Compensation Discussion and Analysis section of this Proxy Statement for further discussion.

#### **Corporate Governance/Nominating Committee**

Currently, the Corporate Governance/Nominating Committee is composed of Sunlin Chou, David Shrigley and Abraham D. Sofaer, with Dr. Chou serving as Chair. The Corporate Governance/Nominating Committee held five meetings during 2010.

The Corporate Governance/Nominating Committee recommends and approves Rambus' Corporate Governance Guidelines. Its duties include:

- Evaluating and making recommendations to the Board of Directors concerning the appointment of directors to committees of the Board of Directors and the selection of committee chairs;
- Identifying best practices and recommending corporate governance principles;

- Overseeing the evaluation of the Board of Directors; and
- Proposing the slate of nominees for election to the Board of Directors.

The Corporate Governance/Nominating Committee's role is detailed in the Corporate Governance/Nominating Committee Charter which is available on our website at <http://investor.rambus.com/documentdisplay.cfm?DocumentID=5110>.

### **Identifying and Evaluating Nominees For Directors**

The Corporate Governance/Nominating Committee utilizes a variety of methods for identifying and evaluating nominees for director, including those discussed in the "Director Qualifications" section of this proxy statement. In the event that vacancies on the Board of Directors are anticipated, or otherwise arise, the committee will consider various potential candidates for director. Candidates may come to the attention of the committee through current members of the Board of Directors, professional search firms, stockholders or other persons. The Corporate Governance/Nominating Committee has from time to time retained third parties to whom a fee is paid to assist it in identifying or evaluating potential director nominees.

### **Consideration of Stockholder Nominees to the Board**

It is the policy of the Corporate Governance/Nominating Committee to consider nominees recommended by stockholders for election to our Board of Directors. Stockholder recommendations for candidates to our Board of Directors must be directed in writing to Rambus Inc., 1050 Enterprise Way, Suite 700, Sunnyvale, CA 94089 Attention: Secretary, and must include: the candidate's name, age, business address and residence address; the candidate's principal occupation or employment; the number of shares of the Company which are beneficially owned by such candidate; a description of all arrangements or understandings between the stockholder making such nomination and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder; detailed biographical data and qualifications; information regarding any relationships between the candidate and the Company within the last three years; any other information relating to such nominee that is required to be disclosed in solicitations of proxies for elections of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. A stockholder's recommendation to the Secretary must also set forth: the name and address, as they appear on the Company's books, of the stockholder making such recommendation; the class and number of shares of the Company which are beneficially owned by the stockholder and the date such shares were acquired by the stockholder; any material interest of the stockholder in such nomination; any other information that is required to be provided by the stockholder pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, in his capacity as a proponent to a stockholder proposal; and a statement from the recommending stockholder in support of the candidate, references for the candidate, and an indication of the candidate's willingness to serve, if elected.

### **Board Leadership Structure and Role in Risk Oversight**

Our Charter for the Chairperson of the Board requires that the Chairperson not be the Chief Executive Officer ("CEO") of the Company. In addition, while the Chairperson works closely with the CEO and other members of our management, the Chairperson

is not part of management and does not have an operating or external role or responsibility. The Board of Directors considers it useful and appropriate to designate a Chairperson to act as the presiding director at Board of Directors meetings, to call and organize such meetings and manage the agenda thereof, and to manage the affairs of the Board of Directors, including ensuring that the Board of Directors is organized properly, functions effectively, and meets its obligations and responsibilities. The Chairperson also acts as the principal contact for the CEO and other members of the Board of Directors and management, as appropriate, for matters requiring the attention of the full Board of Directors. We believe that this leadership structure is appropriate given the attention, time, effort, and energy that the CEO is required to dedicate to his position in the current business environment, and the high level of commitment required to serve as our Chairperson.

The Board of Directors plays an integral role in our risk oversight processes. The Board of Directors meets regularly to receive reports from its committees, as well as from management with respect to areas of material risk to the Company, including legal, operational, financial and strategic risks. In addition, the Audit Committee oversees and reviews at least annually our risk management policies, including our investment policies.

#### **Transactions with Related Persons**

None.

#### **Review, Approval or Ratification of Transactions with Related Persons**

Our directors and executive officers are subject to our Code of Business Conduct and Ethics, and our directors are guided in their duties by our Corporate Governance Guidelines. Our Code of Business Conduct and Ethics requires that our directors and executive officers avoid situations where a conflict of interest might occur or appear to occur. In general, our directors and executive officers should not have a pecuniary interest in transactions involving us or a customer, licensee, or supplier of us, unless such interest is solely a result of routine investments made by the individual in publicly traded companies.

In the event that a director or executive officer is going to enter into a related party transaction with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role, the director or executive officer must fully disclose the nature of the related party transaction to our chief financial officer. For directors and executive officers, such related party transaction then must be reviewed and approved in advance by the Audit Committee. For other conflicts of interest that may arise, the Code of Business Conduct and Ethics advises our directors and executive officers to consult with our General Counsel.

In addition, on an annual basis and upon any new appointment of a director and executive officer, each is required to complete a Director and Officer Questionnaire, which requires disclosure of any related-party transactions pertaining to the director or executive officer. Our Board of Directors will consider such information in its determinations of independence with respect to our directors under Nasdaq Rule 5605 and the applicable rules promulgated by the SEC.

**The Board unanimously recommends that you vote “FOR” the election to the Board of Directors of each of the nominees proposed above.**

**PROPOSAL TWO:  
ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”), we are asking our stockholders to provide an advisory vote on the compensation of our named executive officers, including the Compensation Discussion and Analysis, the compensation tables and narrative disclosures as described in this Proxy Statement. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on the compensation of our named executive officers.

The following is a summary of some of the key points of our 2010 executive compensation program. Please see the Compensation Discussion and Analysis section of this Proxy Statement and the compensation tables and the narrative disclosures that accompany the compensation tables for greater detail about our executive compensation programs, including information about the fiscal year 2010 compensation of our named executive officers.

**Compensation Program and Philosophy**

Our business model requires that we attract, incentivize and retain world class employee talent, including the executive management and operating personnel required to successfully execute our business strategies that will drive stockholder value. Our overall compensation program and philosophy are specifically designed to support and help drive our long-term value creation, business strategy and operating performance objectives.

We follow a “Pay-for-Performance” approach to compensation, which is designed to provide competitive total compensation that is based on the achievement of financial and non-financial objectives established for the Company and the individual named executive officer. By rewarding all employees, including our named executive officers, for achievement of well defined and measurable performance objectives, we believe we are furthering the long-term success of the Company and thereby increasing stockholder value. In addition, by allocating a significant portion of total compensation to variable pay for our named executive officers, we are able to maintain control over fixed compensation expenses in the form of base salaries, while affording meaningful upside potential that would result from achievement of Company and individual performance from variable pay components.

**Recommendation**

We believe that our overall compensation program and philosophy support and help drive the Company’s long-term value creation, business strategy and operating performance objectives. We ask you to indicate your support for the compensation of our named executive officers as described in the Compensation Discussion and Analysis, the compensation tables and the narrative disclosures set forth in this Proxy Statement.

While this say-on-pay vote is advisory and does not bind the Company to any particular action, the Board of Directors and the Compensation Committee value your opinion. Accordingly, the Board of Directors and the Compensation Committee will consider the outcome of this vote when making future compensation decisions for the Company’s named executive officers.

**The Board unanimously recommends a vote “FOR” the approval of the compensation of our named executive officers, as disclosed in this Proxy Statement.**

**PROPOSAL THREE:  
ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE  
COMPENSATION**

Pursuant to the Dodd-Frank Act, we also are asking our stockholders to provide their input with regard to the frequency of future stockholder advisory votes on our executive compensation programs, such as Proposal Two above. In particular, we are asking whether the advisory vote on executive compensation should occur once every year, every two years or every three years.

After careful consideration, our Board of Directors has determined that an annual advisory vote on executive compensation is the most appropriate alternative for Rambus. The Board of Directors' determination was influenced by the fact that the compensation of our named executive officers is evaluated, adjusted and approved on an annual basis. As part of the annual review process, the Board of Directors believes that stockholder sentiment should be a factor that is taken into consideration by the Board of Directors and the Compensation Committee in making decisions with respect to executive compensation. By providing an advisory vote on executive compensation on an annual basis, our stockholders will be able to provide us with direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year. In addition, we consider this to be a good governance practice. We understand that our stockholders may have different views as to what is the best approach for Rambus, and we look forward to hearing from our stockholders on this agenda item every year. Accordingly, our Board of Directors recommends that the advisory vote on executive compensation be held every year.

The option of one year, two years or three years that receives the highest number of votes cast will be the frequency of the vote on the compensation of our named executive officers that has been approved by stockholders on an advisory basis. While your vote is advisory and will not bind the Company to any particular action, the Board of Directors and the Compensation Committee value the opinions of our stockholders and will consider our stockholders' vote. Nonetheless, the Board of Directors may decide that it is in the best interests of our stockholders and Rambus to hold an advisory vote on executive compensation more or less frequently than the option voted by our stockholders based on events and circumstances at such time.

**The Board unanimously recommends a vote "FOR" the option of once every year as the frequency with which stockholders are provided an advisory vote on executive compensation.**

**PROPOSAL FOUR:  
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed PricewaterhouseCoopers LLP as the independent registered public accounting firm to Rambus to audit our consolidated financial statements for the fiscal year ending December 31, 2011.

Although ratification by stockholders is not required by law, the Audit Committee has conditioned its appointment of the independent registered public accounting firm upon the receipt of the affirmative vote of a majority of the votes duly cast at the Annual Meeting.

Notwithstanding its selection, the Audit Committee, in its discretion, may hire a new independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interest of Rambus and its stockholders.

**Our History with  
PricewaterhouseCoopers**

PricewaterhouseCoopers LLP (or its predecessor, Coopers & Lybrand L.L.P.) has audited our financial statements since 1991. Representatives of PricewaterhouseCoopers LLP may be present at the Annual Meeting to respond to appropriate questions and to make a statement if they so desire.

**Principal Accountant Fees and Services**

The aggregate fees billed for professional accounting services by PricewaterhouseCoopers LLP for the fiscal years ended December 31, 2010, and December 31, 2009 are as follows:

	<u>Fiscal Year Ended December 31, 2010</u>	<u>Fiscal Year Ended December 31, 2009</u>
Audit Fees(1) . . . . .	\$1,123,581	\$1,340,595
Audit-Related Fees(2) . . . . .	\$ —	\$ 57,100
Tax Fees(3) . . . . .	\$ 49,507	\$ 27,386
All Other Fees(4) . . . . .	<u>\$ 3,000</u>	<u>\$ 3,000</u>
Total Fees . . . . .	<u>\$1,176,088</u>	<u>\$1,428,081</u>

- (1) Audit Fees consist of fees for PricewaterhouseCoopers LLP’s professional services rendered for the audit of the Company’s consolidated annual financial statements and review of the interim consolidated financial statements included in quarterly reports. Fees relating to professional services rendered for the audits of the effectiveness of internal control over financial reporting in fiscal 2010 and 2009 are included under “Audit Fees.” Fees also include professional services related to the debt offering and related registration statement during 2009.
- (2) Audit-Related Fees consist of fees related to consultations concerning financial accounting and reporting standards related to revenue and acquisitions.
- (3) Tax Fees primarily relate to statutory tax compliance and technical tax advice in both years presented.
- (4) All Other Fees consist of fees for products and services other than the services described above. During fiscal 2010 and fiscal 2009, these fees related to a license to PricewaterhouseCoopers LLP’s online accounting and auditing research tool and disclosure checklist.



**Policy on Audit Committee Pre-Approval of Audit and the Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

The Audit Committee's policy is to pre-approve 100% of all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

**Independence of PricewaterhouseCoopers LLP**

The Audit Committee has determined that the accounting advice and tax services provided by PricewaterhouseCoopers LLP are compatible with maintaining PricewaterhouseCoopers LLP's independence.

**Vote Required**

The affirmative vote of a majority of the shares present and entitled to vote at the Annual Meeting will be required to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

**The Board unanimously recommends that you vote "FOR" the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011.**

## EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2010 with respect to the shares of our Common Stock that may be issued under our existing equity compensation plans.

<u>Plan Category</u>	<u>A</u>	<u>B</u>	<u>C</u>
	Number of Securities to be Issued upon Exercise of Outstanding Awards, Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Awards, Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column A)
Equity Compensation Plans Approved by Security Holders(1) . . . . .	13,386,335	\$18.15	5,933,930
Equity Compensation Plans Not Approved by Security Holders(2) . . . . .	1,301,055	\$15.69	—
Total . . . . .	14,687,390	\$17.93	5,933,930

(1) Data reflects our 1997 Stock Plan (the “1997 Plan”), 2006 Equity Incentive Plan (the “2006 Plan”), and 2006 Employee Stock Purchase Plan (the “2006 Purchase Plan”).

Our 2006 Plan was approved by our stockholders at our 2006 annual meeting, and an increase to the 2006 Plan was approved at our 2009 annual meeting. Under the 2006 Plan as approved, a total of 14,900,000 shares of our Common Stock were reserved for issuance. The 2006 Purchase Plan was approved by our stockholders at our 2006 annual meeting. Under the 2006 Purchase Plan as approved, a total of 1,600,000 shares of our Common Stock were reserved for purchase.

As a result of the stockholder approval of our 2006 Plan, we terminated the 1997 Plan so that, as of the date of termination, no further awards have been or will be made thereunder, but the plan will continue to govern outstanding awards granted under that plan.

(2) Data reflects our 1999 Nonstatutory Stock Option Plan described below.

### 1999 Nonstatutory Stock Option Plan

The 1999 Nonstatutory Stock Option Plan is our only equity compensation plan that was not approved by our stockholders. As a result of the stockholder approval of our 2006 Plan, we terminated the 1999 Nonstatutory Stock Option Plan so that, as of the date of termination, no further awards have been or will be made thereunder, but the plan will continue to govern outstanding awards granted under that plan.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Under the proxy rules of the SEC, a person who directly or indirectly has or shares voting power or investment power with respect to a security is considered a beneficial owner of the security. Voting power is the power to vote or direct the voting of shares, and investment power is the power to dispose of or direct the disposition of shares. Shares as to which voting power or investment power may be acquired within 60 days are also considered as beneficially owned under the proxy rules.

The following table sets forth certain information as of February 28, 2011, regarding beneficial ownership of our Common Stock by: (i) each person who is known to us to own beneficially more than five percent (5%) of our Common Stock; (ii) each of our current directors; (iii) each of the named executive officers in the Summary Compensation Table of this annual report; and (iv) the total for our current directors and current executive officers as a group. The information on beneficial ownership in the table and the footnotes is based upon our records and the most recent Schedule 13D or 13G filed by each such person or entity and information supplied to us by such person or entity. Unless otherwise indicated, each person has sole voting power and sole investment power with respect to

all shares beneficially owned, subject to community property laws where applicable. Shares subject to options which are exercisable within 60 days of February 28, 2011 are deemed to be outstanding and to be beneficially owned by the person holding such options for the purpose of computing the percentage ownership of such person, but are not deemed to be outstanding and to be beneficially owned for the purpose of computing the percentage ownership of any other person.

<u>Name or Group of Beneficial Owners</u>	<u>Number of Shares Beneficially Owned</u>	<u>Options Exercisable in 60 Days</u>	<u>Percentage of Shares Beneficially Owned(1)</u>
FMR LLC(2) . . . . . 82 Devonshire Street Boston, MA 02109	12,410,300		11.5%
PRIMECAP Management Company(3) . . . . . 225 South Lake Ave., #400 Pasadena, CA 91101	11,900,232		11.1%
Samsung Electronics Co., Ltd(4) . . . . . 1320-10 Samsung Electronics Building Seocho-Ku, Seocho2-Dong Seoul 137-857 Korea	9,576,250		8.9%
Harold Hughes . . . . .	1,001,438	886,708	*
Satish Rishi(5) . . . . .	463,562	353,632	*
Thomas Lavelle(6) . . . . .	238,547	220,999	*
Sharon E. Holt . . . . .	452,376	424,432	*
Martin Scott . . . . .	241,463	213,966	*
J. Thomas Bentley(7) . . . . .	119,829	90,417	*
Sunlin Chou(8) . . . . .	99,829	77,500	*
Bruce Dunlevie(9) . . . . .	705,321	137,500	*
P. Michael Farmwald(10) . . . . .	2,448,065	97,500	2.3%
Penelope A. Herscher(11) . . . . .	67,851	57,500	*
Mark A. Horowitz(12) . . . . .	964,730	102,899	*
David Shrigley . . . . .	79,829	57,500	*
Abraham Sofaer . . . . .	110,364	77,500	*
Eric Stang(13) . . . . .	44,829	27,500	*
All current directors and executive officers as a group (15 persons) . . . . .	7,313,799	3,090,410	6.8%
Shares Outstanding as of February 28, 2011 . . . . .			107,672,235

\* (Less than 1%)

- (1) Percentage of shares beneficially owned is based on 107,672,235 shares outstanding as of February 28, 2011.
- (2) As reported on Schedule 13G/A on February 14, 2011. The Schedule 13G/A was filed jointly on behalf of FMR LLC, Edward C. Johnson 3d, Fidelity Management & Research Company and Fidelity Growth Company Fund in connection with the beneficial ownership of the Common Stock.
- (3) As reported on Schedule 13G/A on February 14, 2011.
- (4) As reported on Schedule 13G on January 19, 2010.
- (5) Includes 1,400 shares held in custodial accounts for which Mr. Rishi serves as custodian.
- (6) Includes 4,674 shares indirectly held in spouse's account.
- (7) Includes 22,329 shares held in trust for which Mr. Bentley serves as a trustee.
- (8) Includes 22,329 shares held in trust for which Dr. Chou serves as a trustee.
- (9) Includes 567,821 shares held in trust for which Mr. Dunlevie serves as a trustee.
- (10) Includes 2,204,327 shares pledged as collateral on a margin account with a brokerage firm.
- (11) Includes 10,351 shares held in trust for which Ms. Herscher serves as a trustee.
- (12) Includes 854,976 shares held in trust for which Dr. Horowitz serves as a trustee.
- (13) Includes 17,329 shares held in trust for which Mr. Stang serves as a trustee.

## EXECUTIVE OFFICERS OF THE COMPANY

Information regarding our executive officers and their ages and positions as of February 28, 2011, is contained in the table below. Our executive officers are appointed by, and serve at the discretion of, our Board of Directors. There is no family relationship between any of our executive officers.

Sharon E. Holt . . . . .	46	Senior Vice President, GM Semiconductor Business Group. Ms. Holt has served as our Senior Vice President, GM Semiconductor Business Group (formerly titled Senior Vice President, Licensing and Marketing and Senior Vice President, Worldwide Sales, Licensing and Marketing) since joining us in August 2004. From November 1999 to July 2004, Ms. Holt held various positions at Agilent Technologies, Inc., an electronics instruments and controls company, most recently as vice president and general manager, Americas Field Operations, Semiconductor Products Group. Prior to Agilent Technologies, Inc., Ms. Holt held various engineering, marketing, and sales management positions at Hewlett-Packard Company, a hardware manufacturer. Ms. Holt holds a B.S. in Electrical Engineering, with a minor in Mathematics, from the Virginia Polytechnic Institute and State University.
Harold Hughes . . . . .	65	Chief Executive Officer and President. Mr. Hughes has served as our chief executive officer and president since January 2005 and as a director since June 2003. He served as a United States Army Officer from 1969 to 1972 before starting his private sector career with Intel Corporation. Mr. Hughes held a variety of positions within Intel Corporation from 1974 to 1997, including treasurer, vice president of Intel Capital, chief financial officer, and vice president of Planning and Logistics. Following his tenure at Intel, Mr. Hughes was the chairman and chief executive officer of Pandesic, LLC. He holds a B.A. from the University of Wisconsin and an M.B.A. from the University of Michigan. He also serves as a director of Berkeley Technology, Ltd. and a private company.
Thomas R. Lavelle . . . . .	60	Senior Vice President and General Counsel. Mr. Lavelle has served in his current position since December 2006. Previous to that, Mr. Lavelle served as vice president and general counsel at Xilinx, one of the world's leading suppliers of programmable chips. Mr. Lavelle joined Xilinx in 1999 after spending more than 15 years at Intel Corporation where he held various positions in the legal department. Mr. Lavelle earned a J.D. from Santa Clara University School of Law and a B.A. from the University of California at Los Angeles.
Satish Rishi . . . . .	51	Senior Vice President, Finance and Chief Financial Officer. Mr. Rishi joined us in his current position in April 2006. Prior to joining us, Mr. Rishi held the position of executive vice president of Finance and chief financial officer of Toppan Photomasks, Inc., (formerly DuPont Photomasks, Inc.) one of the world's leading photomask providers, from November 2001 to April 2006. During his 25-year career, Mr. Rishi has held senior financial management positions at semiconductor and electronic manufacturing companies. He served as vice president and assistant treasurer at Dell Inc. Prior to Dell, Mr. Rishi spent 13 years at Intel Corporation, where he held financial management positions both in the United States and overseas, including assistant treasurer. Mr. Rishi holds a B.S. with honors in Mechanical Engineering from Delhi University in Delhi, India and an M.B.A. from the University of California at Berkeley's Haas School of Business. He also serves as a director of Measurement Specialties, Inc.



Michael Schroeder . . . . .	51	Senior Vice President, Human Resources. Mr. Schroeder has served as our senior vice president, Human Resources since January 2011 and as our vice president, Human Resources since joining us in June 2004. From April 2003 to May 2004, Mr. Schroeder was vice president, Human Resources at DigitalThink, Inc., an online service company. From August 2000 to August 2002, Mr. Schroeder served as vice president, Human Resources at Alphablox Corporation, a software company. From August 1992 to August 2000, Mr. Schroeder held various positions at Synopsys, Inc., a software and programming company, including vice president, California Site Human Resources, group director Human Resources, director Human Resources and employment manager. Mr. Schroeder attended the University of Wisconsin, Milwaukee and studied Russian.
Martin Scott, Ph.D. . . . .	55	Senior Vice President, GM New Business Group. Dr. Scott has served in his current position (formerly titled Senior Vice President, Research and Technology Development) since December 2006. Dr. Scott joined us from PMC-Sierra, Inc., a provider of broadband communications and storage integrated circuits, where he was most recently vice president and general manager of its Microprocessor Products Division from March 2006. Dr. Scott was the vice president and general manager for the I/O Solutions Division (which was purchased by PMC-Sierra) of Avago Technologies Limited, an analog and mixed signal semiconductor components and subsystem company, from October 2005 to March 2006. Dr. Scott held various positions at Agilent Technologies, including as vice president and general manager for the I/O Solutions division from October 2004 to October 2005, when the division was purchased by Avago Technologies, vice president and general manager of the ASSP Division from March 2002 until October 2004, and, before that, Network Products operation manager. Dr. Scott started his career in 1981 as a member of the technical staff at Hewlett Packard Laboratories and held various management positions at Hewlett Packard and was appointed ASIC business unit manager in 1998. He earned a B.S. from Rice University and holds both an M.S. and Ph.D. from Stanford University.

## EXECUTIVE COMPENSATION

### COMPENSATION DISCUSSION & ANALYSIS

This Compensation Discussion and Analysis presents the compensation policies, programs, and practices for our 2010 named executive officers, and describes the basis for compensation decisions that we have made with respect to compensation of our named executive officers. Our named executive officers for 2010 were:

- Harold Hughes, Chief Executive Officer and President;
- Satish Rishi, Senior Vice President, Finance and Chief Financial Officer;
- Thomas Lavelle, Senior Vice President and General Counsel;
- Sharon Holt, Senior Vice President and General Manager, Semiconductor Business Group; and
- Martin Scott, Senior Vice President and General Manager, New Business Group.

#### **Executive Summary**

We are a premier intellectual property and technology licensing company. Our primary focus is the creation, design, development and licensing of patented innovations, technologies and architectures that are foundational to nearly all digital electronics products and systems. Our patented innovations and technologies aim to improve the performance, power efficiency, time-to-market and cost-effectiveness of our customers' products, components and systems. The target markets for our customers' offerings include semiconductors, computing, mobile applications, gaming and graphics, consumer electronics, lighting displays and general lighting. By licensing our patented innovations and technologies, we hope to continuously enrich the end-user experience of the digital electronics products and systems marketed and sold by our customers and licensees. We believe we have established an unparalleled licensing platform and business model that will continue to foster the development of new foundational and leading innovations and technologies that will create significant licensing opportunities, and thereby perpetuate strong company operating performance and long-term stockholder value. In order to achieve these objectives, our platform and business model is designed to leverage and maximize the talents of a relatively small employee base to generate a disproportionate impact on the markets we address and the high value we deliver to our licensees, customers, partners and stockholders.

The following information highlights certain key details regarding our compensation programs and the factors that helped determine compensation earned by our named executive officers in 2010:

- Rambus achieved record operating results for the fiscal year ended 2010. Total revenue in 2010 was 186% higher than revenues in 2009 and 127% higher than revenues in 2008. These record operating results were driven by our settlement and related transactions with Samsung in January 2010, new license agreement with Elpida in December 2010 and key license agreement renewals closed throughout 2010.
- Rambus firmly believes in a "Pay-for-Performance" philosophy and has developed an overall compensation program for its named executive officers that closely links compensation to company performance, individual performance, and the creation of stockholder value through the use of both cash and equity awards.
- Rambus' compensation programs are targeted to be competitive with businesses that are comparable to Rambus and the Compensation Committee uses independent consultants and third party analyses to establish its named executive officer compensation to be consistent with the Company's compensation philosophy and strategic objectives.
- The following elements comprise the total compensation awarded to our named executive officers: annual base salary, annual variable cash compensation, long-term equity-based compensation, consisting primarily of stock options and restricted stock units as provided under our available equity plans, and participation in generally available benefit programs to employees, including 401(k) contributions, health and life insurance benefits.



- The significant increase in total compensation earned by our named executive officers in 2010 is directly linked to the Company's exceptional operating and financial performance during 2010 as discussed above. The increase in 2010 is also partly attributable to the Company's process for establishing equity awards. In 2009, we experienced a reduction in the fair value of equity awards to our named executive officers based on a decrease in stock price between the approval date and the actual grant date of the equity awards. No adjustments were made to compensate for this decrease in value.
- More than 70% of total variable compensation earned by our named executive officers during 2010 was at risk and subject to future performance by the Company and the individual named executive officer.
- Rambus has adopted governance procedures and best practices to reflect its commitment to independent and effective decision making in the best interests of stockholders, including the implementation of stock ownership guidelines, the absence of tax gross-ups and special severance benefits, and other perquisites.

### **Executive Compensation Philosophy and Objectives**

Our technology licensing business model requires that we attract, incentivize and retain world class scientific and engineering expertise in all of our fields of technological focus, as well as the executive management and operating personnel required to successfully execute our business strategies that will drive stockholder value. Competition for these qualified individuals at every level is intense due to the foundational nature of the technologies that we develop and the locations in which we operate. Our ability to attract, incentivize and retain world class employee talent is critical to our business and strategy. Accordingly, our overall compensation program and philosophy are specifically designed to support and help drive our long-term value creation, business strategy, and operating performance objectives.

We follow a "Pay-for-Performance" approach to compensation, which is designed to provide competitive total compensation that is based on the achievement of financial and non-financial objectives established for the Company and the individual named executive officer. By rewarding all employees, including our named executive officers, for achievement of well defined and measurable performance objectives, we believe we are furthering the long-term success of the Company and thereby increasing stockholder value. In addition, by allocating a significant portion of total compensation to variable pay, we are able to maintain control over fixed compensation expenses in the form of base salaries, while affording meaningful upside potential that would result from achievement of Company and individual performance from variable pay components.

Our key objective is designing a compensation program for our named executive officers that helps further and support our long-term value creation strategy, and we rely on the following means to achieve this objective:

- Attracting and retaining senior level executives with superior ability and managerial talent;
- Closely aligning compensation with the Company's strategic business and financial objectives through the use of compensation incentives based on well defined and measurable performance objectives for both the individual and the Company;
- Providing meaningful rewards for achievement of performance objectives;
- Providing fair, reasonable and market competitive compensation; and
- Ensuring the exercise of sound corporate governance practices, processes and controls in the establishment of our compensation program.

Our total compensation philosophy is posted on the corporate governance section of our website and available for review at <http://investor.rambus.com/documentdisplay.cfm?DocumentID=5113>.

### **Establishing Executive Officer Compensation**

#### *The Compensation Committee*

The Compensation Committee is responsible for compensation for our senior executive officers, as described under the heading "Compensation Committee" earlier in this Proxy Statement. The Compensation Committee has

not delegated any of its authority to subcommittees. As noted in more detail below, the Compensation Committee uses a combination of market data, input from management and independent advisors, and its judgment to evaluate, consider and determine appropriate levels of executive compensation.

#### ***The Role of Management in Supporting the Compensation Committee's Process***

Members of the senior management team, including the Senior Vice President of Human Resources, may assist and support the Compensation Committee in determining compensation levels for the named executive officers. As detailed below, management personnel provide support and assistance to the Compensation Committee by working with the Compensation Committee's independent consultant, compiling third party reports on compensation data, analyzing peer group data, and providing other related compensation information and assessments. Management personnel also help organize and coordinate the executive compensation review and analysis processes employed by the Compensation Committee to establish executive compensation.

#### ***The Use of Independent Compensation Consultants***

The Compensation Committee has the authority to retain and terminate any compensation consultant, as well as the authority to approve the fees, terms and conditions of any such engagement. The Compensation Committee also has authority to obtain advice and assistance from internal or external legal, accounting, or other advisers.

The Compensation Committee retains the services of Semler Brossy Consulting Group, LLC (SBCG) to assist in evaluating executive and director compensation programs. SBCG was selected as the consultant to the Compensation Committee in 2007 after an interview process with several compensation consulting firms. SBCG reports directly to the Compensation Committee, and works collaboratively with management and the Chairperson of the Compensation Committee. The Compensation Committee has directed SBCG to regularly provide independent advice on current trends in executive compensation design, including overall levels of compensation, the merits of using particular forms of compensation, the relative weighting of different compensation elements, and the value of particular performance measures on which to base compensation. In addition, SBCG prepares material and analyses for the Compensation Committee on CEO compensation. SBCG has not performed, and does not currently have any other consulting engagements with management, or the Company. The Compensation Committee evaluates the services provided by SBCG on an annual basis.

#### ***The Use of Peer Group Comparisons and External Compensation Data***

The Compensation Committee analyzes market compensation levels of executives at comparable companies to determine whether the total compensation opportunity available to Rambus' named executive officers is appropriate and competitive, and consistent with the Company's compensation philosophy and objectives. Each year, SBCG, together with senior members of our Human Resources department, define and assess the appropriateness of a group of similarly situated companies for purposes of this comparison, referred to in this Proxy Statement as the Compensation Peer Group. The Compensation Committee reviews the Compensation Peer Group as recommended by management and SBCG, and then approves this group for use in the evaluation of named executive officer compensation as discussed below.

The companies within the Compensation Peer Group represents similar attributes to Rambus, including revenue size, technological complexity, similar industry, market capitalization, and number of employees. These attributes were selected so that the Compensation Peer Group would resemble Rambus in a number of areas including industry and performance levels. Moreover, we believe that we compete with companies included in this Compensation Peer Group for executive and employee talent. The 2010 Compensation Peer Group included:

Actel Corporation;	Cymer, Inc.;
Altera Corporation;	DSP Group, Inc.;
Applied Micro Circuits Corporation;	FormFactor, Inc.;
Atheros Communications Incorporated;	Integrated Device Technology, Inc.;
Cree, Inc.;	InterDigital, Inc.;

MIPS Technologies, Inc.;	Silicon Image, Inc.;
OmniVision Technologies, Inc.;	Silicon Laboratories Inc.;
Pixelworks, Inc.;	SunPower Corporation;
PMC-Sierra, Inc.;	Synopsys, Inc.; and
RF Micro Devices, Inc.;	Tessera Technologies, Inc
Semtech Corporation;	

The Compensation Peer Group for 2010 was unchanged from the group used for this purpose in 2009. The Compensation Committee reevaluated the Compensation Peer Group for 2011, and determined that the Compensation Peer Group should remain largely unchanged, with the exception of the removal of Pixelworks, Inc. and SunPower Corporation, and the addition of Cavium Networks, Inc.

The Compensation Committee also reviewed data from the Radford Select Executive Compensation Report to supplement the publicly available Compensation Peer Group data. The Radford Executive Survey consists of 700 companies throughout the United States primarily from selected technology industries. The Compensation Committee considered the information available in the Radford Select Executive Compensation Report to assist in establishing named executive officer compensation by considering industry and general best practices, benchmarks and marketplace trends and developments, but without reference to any specific compensation information for any individual company included in this report.

#### ***The Process for Establishing Named Executive Officer Compensation***

The Compensation Committee evaluates and considers the relevant information referred to above to determine executive compensation in a manner consistent with the Company's overall compensation philosophy and strategy. The Compensation Committee uses Compensation Peer Group measurements, including percentile targets to assist in the positioning of our named executive officer compensation.

The Compensation Committee attempts to target base salaries at approximately the 50th percentile of the Compensation Peer Group to remain competitive in the marketplace. The Compensation Committee attempts to establish total cash compensation and long-term incentive equity-based compensation for our named executive officers at or around the 75th percentile of the Compensation Peer Group. The Compensation Committee uses the 75th percentile of the Compensation Peer Group as a reference point, rather than as a fixed formula, and retains the right to deviate from this positioning when necessary or appropriate. Total target cash compensation includes both annual fixed base salary and annual variable cash awards. Long-term equity awards consist of stock options and restricted stock units or awards, and are important to ensure alignment of our named executive officers' interests with those of Rambus stockholders.

For 2010, based on weighted averages, our named executive officers as a group earned: (i) base salaries that were within one percentage point of the 50th percentile target position of the Compensation Peer Group; (ii) total cash compensation that was within one percentage point of the 75th percentile target position of the Compensation Peer Group; and (iii) received equity awards that were within five percentage points of the 75th percentile target position of the Compensation Peer Group.

The Compensation Committee also conducts an annual comprehensive performance assessment of the senior executive team that includes a measurement of pre-established strategic objectives against actual performance, and a review of direct feedback from managers, peers and subordinates. Based on this combination of detailed compensation market analyses and individual performance assessments, the CEO, together with the Senior Vice President of Human Resources, presents annual recommendations for compensation packages for the named executive officers (excluding the CEO), and any adjustments to existing compensation levels, if applicable. The Compensation Committee questions, reviews and deliberates all such recommendations, and approves all named executive officer compensation (excluding the CEO). The Compensation Committee deliberates in a special session closed to management in developing a compensation recommendation for the CEO. Regarding compensation

decisions other than equity grants for the CEO, the Compensation Committee may choose to recommend its positions to the independent members of the Board of Directors for review and approval or ratification.

In 2010, the Compensation Committee commenced an annual joint meeting with the Corporate Governance/Nominating Committee to review and discuss Company leadership development, performance objectives and succession planning. This joint meeting assists the Compensation Committee in evaluating executive leadership development and identifying key personnel required to implement the Company's long-term strategy to ensure appropriate compensation levels.

### **Executive Compensation Components**

The principal components of compensation for our named executive officers are:

- Annual Base Salary;
- Annual Variable Cash Compensation;
- Equity Based Compensation; and
- All Other Compensation, which includes 401(k) match, health/welfare and other standard benefits.

#### ***Annual Base Salary***

In setting base salaries for the named executive officers, the Compensation Committee considers a number of factors, including the executive's salary history, current compensation levels, responsibilities, experience, individual and Company performance, and marketplace competitiveness as measured against the Compensation Peer Group and other industry market data. The Compensation Committee evaluates base salaries for the named executive officers on an annual basis. However, there are no formulaic increases. Instead, the Compensation Committee exercises its judgment and discretion when determining and approving increases to the annual base salary of each named executive officer based on individual employee performance relative to published compensation levels for incumbents of similar positions in the Compensation Peer Group. For 2010, there were no changes in the base salaries of the named executive officers as compared to 2009. For 2011, the Compensation Committee approved minor increases in the base salaries of Messrs. Hughes and Scott and Ms. Holt as reflected below under the table "2011 Corporate Incentive Plan Targets."

#### ***Annual Variable Cash Compensation — Corporate Incentive Plan (CIP)***

The Rambus annual variable cash compensation plan, known as the Corporate Incentive Plan (CIP), is intended to award the named executive officers with annual variable cash compensation based upon the achievement of specific levels of both Company and individual performance. While the weighting of percentages may vary based on the individual employee, the overall structure of the CIP is used to provide incentive compensation to all employees, including the named executive officers.

The target variable cash compensation opportunity under the 2010 CIP for our named executive officers had two plan components: (i) 70% of the total variable target opportunity was tied exclusively to the Company's annual financial performance; and (ii) 30% of the total variable target opportunity was tied directly to individual quarterly performance as measured against specific predefined individual objectives, which we refer to as Management By Objectives (MBOs). In addition, the CIP in 2010 included special cash opportunities tied to the achievement of key strategic goals established by the Compensation Committee as discussed in more detail below.

In February 2011, the Compensation Committee approved the CIP for 2011, which remains structurally consistent with the 2010 CIP design, with certain limited exceptions as noted below. The corporate performance component of the CIP representing 70% of the total variable target compensation opportunity is still tied to Rambus' annual financial performance, and 30% of the variable target opportunity is still tied directly to achievement quarterly individual MBOs. The CIP for 2011 also includes special cash opportunities tied to the achievement of certain key strategic goals, similar in structure to the CIP in 2010 for this component.

### ***Company Performance Component of the CIP***

The 2010 Company performance component was measured and paid based on achievement of an adjusted pre-tax income (APTI) operating target. APTI consists of GAAP pre-tax income adjusted to exclude litigation expenses, certain acquisition related expenses, stock-based compensation expense, previous stock-based compensation restatement and related legal expenses, and any CIP related expenses. One time or any extraordinary expense or income items may also be excluded at the Compensation Committee's discretion. We have used APTI as our Company performance metric since 2008 because it is a function of both revenue performance and expense management, which aligns employee incentives with revenue growth and the judicious use of Company resources.

If the CIP APTI threshold goal is met, the Company performance component of the CIP will become available for payment to the named executive officers and the other eligible Rambus employees at 50% of the target opportunity amount. This threshold level represents the minimum Company APTI level before any amounts are available for payment under the Company performance component of the CIP. Since achievement of this minimum threshold would not represent significant Company performance as measured by APTI, we have, therefore, included higher incentives for performance by making additional compensation available under this component based on increased levels of APTI. Accordingly, the available payment under the Company performance component of CIP will increase linearly as APTI increases, up to a maximum of 200% of the target variable amount. For historical context, Rambus achieved 128%, 7% and 55% of its APTI goals in 2010, 2009 and 2008, respectively.

While structurally consistent with 2010, rather than APTI, the company performance component of the CIP for 2011 will be measured as a function of earnings before interest expense, taxes, depreciation and amortization, and adjusted to exclude litigation expenses, stock based compensation expense, previous stock-based compensation restatement and related legal expenses, and any CIP related expenses ("Adjusted EBITDA"). Similar to APTI, one time or any extraordinary expense or income items may still also be excluded at the Compensation Committee's discretion. The primary reason for changing to Adjusted EBITDA for purposes of establishing a company performance target was to adopt a more consistent and commonly applied metric, such as EBITDA, to reflect the Company's financial performance. APTI and Adjusted EBITDA have been designed within our compensation programs to provide a meaningful measure of overall company financial performance that incorporates multiple components of operating performance that are within the control of our executive management team in furthering our short-term and long-term business objectives.

Please refer to the tabular disclosures later in this Compensation Discussion and Analysis for more details relating to the CIP structure for 2010 and 2011, and the amounts earned by our named executive officers in 2010.

### ***Individual Performance Component of the CIP***

Each named executive officer must also achieve certain individual pre-determined strategic business goals in order to earn the MBO component of the CIP. The MBOs are designed to ensure that our named executive officers remain focused on company financial performance while continuing to deliver on individual operational excellence through specific business objectives as captured in the MBOs. The corporate level MBOs are proposed by senior management personnel and approved annually by the Compensation Committee. The individual MBOs are measured on a quarterly basis.

The quarterly MBO component of the CIP is payable upon achievement of the established individual quarterly MBOs with awards available up to 125% of the targeted amount under the MBO component of the CIP, with any payment above 125%, up to the maximum 200%, entirely dependent on overall company APTI performance. Payments of the MBO component above 125% are not available unless APTI performance under the Company performance component exceeds 100% of the predefined threshold amount for Company performance.

The individual MBOs tie directly to our overall operating plan objectives as approved by the Board of Directors. The 2010 MBOs for the named executive officers were tied to one or more of the following strategic business objectives because we felt these objectives would address the Company's goals of driving financial performance and are critical to the Company's success:

1. Continue momentum, solidify and expand our position within the existing businesses



2. Develop new technology portfolios and diversify into new technology areas to grow our revenue
3. Build operational support to facilitate and optimize our licensing business model and platform
4. Establish long-term licensing strategies and execute on new and pending engagements
5. Achieve litigation results which enhance and accelerate our ability to monetize our innovations

For fiscal year 2011, the established MBOs are similar to 2010, including specific customer goals, licensing objectives, specific technology development milestones, internal control and process improvements and achievement of certain productivity initiatives. Rambus believes that the 2011 CIP individual MBO goals are challenging but achievable, although some of the components require successful business and legal developments involving third parties. Subject to these third party developments, if each named executive officer performs his or her duties at the level of an excellent or very good performance rating, the MBO goals should be obtainable.

#### ***Key Strategic Goal Component in 2010 and 2011***

As an additional component of the CIP, the Compensation Committee has established certain key strategic objectives for 2010 and 2011 that have a direct impact on the amount of compensation available under the CIP for all employees, including the named executive officers. Each special strategic goal is tied to a defined event that is expected to have a significant and long-term impact on the Company's operating results and financial condition. In this regard, the special strategic goals are based on the achievement of objective and quantifiable financial results and any payment under this component is based on a pre-defined formula directly tied to the actual results. The Compensation Committee has reviewed and established each of the special strategic goals in advance of each compensation cycle on an annual basis.

In 2010, the Compensation Committee first established the 2010 CIP for certain key strategic objectives expected to significantly strengthen the Company's financial performance, positioning for future performance, and the ability to execute successfully on the licensing platform and business model. Upon satisfaction of such specified strategic goals, the named executive officers, as well as all eligible employees, would receive additional variable cash compensation, based on the actual achievement of the financial and other targets established by the Compensation Committee. The maximum variable cash compensation available under each key strategic goal may not exceed, in each case, 200% of the total target compensation payable under the CIP for both Company and individual performance.

In January 2010, the Compensation Committee determined that the Samsung settlement represented a key strategic goal that was successfully met, and authorized payment under the special strategic component of the CIP to be paid in the first calendar quarter of 2011. As a result, the named executive officers and other eligible Rambus employees received a payment equaling 200% of the specified target variable cash compensation amount, in addition to any other amounts paid under the base 2010 CIP. The Samsung settlement not only involved the settlement of various legal disputes between Samsung and the Company, but represented an opportunity for an ongoing, mutually beneficial commercial relationship, all of which the Compensation Committee took into account in determining the achievement of this 2010 CIP strategic target payment. In total, the Samsung settlement and related agreements are currently expected to result in approximately \$700 million in direct proceeds to be paid to the Company over the term of these agreements, in addition to the amounts received in exchange for an investment in the Company by Samsung. Moreover, the Compensation Committee recognized the tremendous time and effort required by the named executive officers and all of the employees at the Company in the achievement of this historic result, and the resulting fundamental change in the Company's position in the marketplace as a result thereof.

The Compensation Committee also established additional special strategic objectives under the 2010 CIP, which were not met prior to the end of the calendar year 2010. In light of the strategic importance of these additional objectives to the Company, the Compensation Committee retained this element of the compensation program in the 2011 CIP. There is a maximum of two additional strategic goals that would potentially give rise to a payment under the special strategic component of the 2011 CIP. If both of these additional strategic goals are met with maximum determined success, the maximum additional payment would be no more than 400% of the target variable cash payment amount, in addition to any payments stemming from the base 2011 CIP. Payment of awards under this special strategic component of the 2011 CIP for our named executive officers shall be made in equal installments in



the two annual periods following achievement of the objectives. While these other special strategic goals are components of the 2011 CIP, the Compensation Committee, in its discretion, may determine to include these additional strategic goals for future, multiple years as part of any future CIP if not achieved in 2011, or adjust or terminate this element in any future CIP structures based on business and legal developments over the coming years. Each special strategic objective is based on achievement of a specified, defined event, and will be either objectively accomplished, or not accomplished during the applicable period. Whether accomplished or not accomplished, the Compensation Committee has no intention to create additional special strategic objectives beyond those specifically defined under the 2011 CIP as an ongoing element of the Company's executive compensation program.

The Compensation Committee determined that this incentive structure, which provides significant rewards for achievement of these specific strategic goals, is consistent with the Company's total compensation philosophy and aligns the incentives of employees, including the named executive officers, with the best interests of Rambus' stockholders. In this regard, the Compensation Committee believes that any achievement of a key strategic goal as defined under the 2011 CIP will result in significant value for Rambus stockholders. Achievement of any one of the special strategic goals will be challenging to achieve, and will require significant efforts of the named executive officers and all other employees of the Company. Such achievement will also represent multiple years of effort, recoupment of significant expenses, a return on investments made in prior years, and outstanding operating results that are expected to have a transformative, long-term impact on the Company's ability to successfully implement and execute its strategy.

The following table illustrates the structure of the 2010 CIP and cash compensation available to the named executive officers in 2010:

#### 2010 Corporate Incentive Plan Targets

Executive	Base Salary	% of Base Salary increase from 2009	Total CIP Target (excluding Special Strategic Objectives)	% of Base Salary	CIP - MBO Component Target	CIP - Corporate Component Target	CIP - Target Payout under Special Strategic Objectives	Total Eligible Payout (800% of Total CIP Target)
Harold Hughes . . . . .	\$480,000	0%	\$480,000	100%	\$144,000	\$336,000	\$2,880,000	\$3,840,000
Satish Rishi . . . . .	\$325,000	0%	\$240,000	73.8%	\$ 72,000	\$168,000	\$1,440,000	\$1,920,000
Thomas R. Lavelle . . . . .	\$325,000	0%	\$275,000	84.6%	\$ 82,500	\$192,500	\$1,650,000	\$2,200,000
Sharon E. Holt . . . . .	\$320,000	0%	\$275,000	85.9%	\$ 82,500	\$192,500	\$1,650,000	\$2,200,000
Martin Scott . . . . .	\$320,000	0%	\$240,000	75%	\$ 72,000	\$168,000	\$1,440,000	\$1,920,000

The following table illustrates cash amounts earned by the named executive officers in 2010, including base salary and each of the cash components of CIP paid in the 2010:

#### 2010 Corporate Incentive Plan Earned Payments\*

Executive	Base Salary	% of Base Salary increase from 2009	CIP - MBO Achievement	CIP - Corporate Achievement	CIP - Bonus Payout (excluding Special Strategic Objectives)	CIP - Payout under Special Strategic Objectives	Total 2010 CIP Payout (including Special Strategic Objectives)
Harold Hughes . . . . .	\$480,000	0%	\$188,640	\$429,156	\$617,796	\$960,000	\$1,577,796
Satish Rishi . . . . .	\$325,000	0%	\$ 94,320	\$214,578	\$308,898	\$480,000	\$ 788,898
Thomas R. Lavelle . . . . .	\$325,000	0%	\$108,075	\$245,871	\$353,946	\$550,000	\$ 903,946
Sharon E. Holt . . . . .	\$320,000	0%	\$108,075	\$245,871	\$353,946	\$550,000	\$ 903,946
Martin Scott . . . . .	\$320,000	0%	\$ 94,320	\$214,578	\$308,898	\$480,000	\$ 788,898

\* CIP payments were earned based on results in 2010 but actual payments occurred during the first calendar quarter of 2011.

The following table illustrates base salary and each of the cash components available under the CIP in 2011:

### 2011 Corporate Incentive Plan Targets

Executive	2011 Base Salary	% of Base Salary increase from 2010	2011 Total CIP Target (excluding Special Strategic Objectives)	% of Base Salary	2011 CIP - MBO Component Target	2011 CIP- Corporate Component Target	Maximum Target Bonus Payout (including Special Strategic Objectives)
Harold Hughes . . . . .	\$500,000	4%	\$500,000	100%	\$150,000	\$350,000	\$3,000,000
Satish Rishi . . . . .	\$325,000	0%	\$270,000	83.1%	\$ 81,000	\$189,000	\$1,620,000
Thomas R. Lavelle . . . . .	\$325,000	0%	\$300,000	92.3%	\$ 90,000	\$210,000	\$1,800,000
Sharon E. Holt . . . . .	\$325,000	1.5%	\$300,000	92.3%	\$ 90,000	\$210,000	\$1,800,000
Martin Scott . . . . .	\$325,000	1.5%	\$270,000	83.1%	\$ 81,000	\$210,000	\$1,620,000

#### *Long-Term Equity Based Compensation*

Our named executive officers are eligible to participate in the 2006 Equity Incentive Plan (the “2006 Plan”). In determining the amount of equity granted to each named executive officer, the Compensation Committee reviews the number of shares and the grant date fair value of equity awards made to executives at companies within the Compensation Peer Group. The Compensation Committee also takes into account equity participation by comparable employees within Rambus, external competitive circumstances, overall ownership and vesting schedules of existing equity held by the named executive officer, and each named executive officer’s performance and contribution during the completed fiscal year.

The Compensation Committee evaluates the proper allocation of stock options, restricted stock or restricted stock units, and other equity based compensation awards annually to ensure that the grants appropriately reflect our strategic and financial objectives. As a result of these evaluations, the Compensation Committee has approved equity grants to all of our named executive officers in each of 2010 and 2011.

Annual equity awards in 2010 to named executive officers, including the CEO, were apportioned so that 75% of the total equity value was provided in stock options and 25% of the total equity value was provided in restricted stock units (RSUs). The Compensation Committee established the option/RSU allocation to reflect the belief that value in equity compensation should be earned based on the growth in our stock price vis-à-vis the exercise price of stock options, balanced against the retention value of RSUs. The Compensation Committee believes this allocation was appropriate because it aligns the incentives of our named executive officers with the long-term interests of our stockholders. To encourage retention, we apply a 5-year vesting schedule on stock option grants and a 4-year vesting schedule for RSU grants.

For 2011, the Compensation Committee maintained the allocation of 75% total equity value in stock options and 25% in RSUs for all named executive officers including the CEO. These awards were effective February 1, 2011 pursuant to the Company’s equity awards guidelines.

Long-term equity awards to the named executive officers are established and approved by the Compensation Committee annually prior to the effective date of such grants. When establishing the number and structure of these awards, the Compensation Committee attempts to achieve a certain targeted fair value consistent with the guidelines discussed in this Compensation Discussion and Analysis, including targeting the total award at or around the 75th percentile of the Compensation Peer Group. The targeted fair value is then converted into the appropriate number of stock options and RSUs awarded to each named executive officer. As with all equity awards, the stock price and stock option valuations will fluctuate between the establishment date of the awards and the actual date on which the awards are granted. As a result, the reported fair values of the awards in the compensation tables in this proxy statement will likely vary from the targeted grant values established by the Compensation Committee due to

changes in stock price and stock option valuation. In recent years, the timing and process for establishing long-term equity awards has been as follows:

- During the last calendar quarter of each year, the Compensation Committee meets to review, discuss, and formulate the targeted equity values for the named executive officers based on the criteria and methodologies discussed in this Compensation Discussion and Analysis above;
- Following the foregoing analysis, in January of the successive calendar year, the Compensation Committee approves the form, structure and amount of the specific long-term equity awards for each of the named executive officers; and
- On February 1st of the same year, the equity awards are granted to each of the named executive officers, and become effective pursuant to the Company's equity award guidelines as discussed below.

Given this time delay, there are fluctuations in stock price and stock option valuation from the date of establishment of the targeted values of the equity awards to the actual, effective grant date of the awards on February 1st. As an example of this fluctuation, the table below reflects the targeted and reported grant values for equity awards granted in 2009, 2010, and 2011 for Harold Hughes, our Chief Executive Officer.

**Comparison of Targeted and Actual Reported  
Value for Equity Awards for Harold Hughes**

<u>Fiscal Year Ending December 31</u>	<u>Approximate Targeted Value</u>	<u>Actual Reported Value</u>
2010 .....	\$2,400,000	\$2,562,000
2009 .....	\$2,300,000	\$1,126,000
2008 .....	\$2,000,000	\$1,791,638

As this table illustrates, the Compensation Committee's approved and targeted values are generally more consistent year-over-year, while the reported values fluctuate based on changes in stock price and stock option valuation. Over time, we believe our long-term equity awards will more closely align with the targeted values established by the Compensation Committee. Since the Company cannot predict stock price and stock option valuation volatility, the Compensation Committee will continue to employ the guidelines discussed in this Compensation Discussion and Analysis when establishing targeted values for long-term equity awards.

**Other Elements of Executive Compensation**

*Equity Granting Guidelines*

Pursuant to our equity award guidelines, the Compensation Committee may, at its discretion, grant equity awards to Section 16(b) executives that become effective on February 1st of each year. If February 1st is not a trading day, the grants become effective and are priced as of the next trading day. The number of shares granted to each Section 16(b) executive was approved by the Compensation Committee prior to the February 1st award date.

Rambus continues to focus on achieving and maintaining an appropriate industry standard measure of equity usage. The following table illustrates both our equity usage rate as a percentage of total outstanding stock for a three year period beginning in 2007 through 2009, as compared to the median values of the Compensation Peer Group. The table presents information as of the date reflected on the front of the Form 10-K for each year included below.

<u>Equity Usage Measure</u>		<u>2009</u>	<u>2008</u>	<u>2007</u>
Rate of Usage (% of total outstanding stock)*	Compensation Peer Group Median Value	4.7%	4.6%	4.1%
	Rambus	1.6%	2.8%	3.4%

The equity usage measure for 2010 was not available at the time of the filing of this Proxy statement.

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\* The Rate of Usage is calculated by dividing (a) the sum of all equity awards granted and equity awards assumed (without taking into account cancellations) by (b) the total outstanding shares of common stock on the measurement date. A conversion factor of 1.5x is used for any full value awards, which would include any restricted stock awards or restricted stock units, when determining the sum of all equity awards granted for purposes of the calculation.

### ***Stock Ownership Guidelines***

In February 2011, our Board approved revised stock ownership and retention guidelines for executive officers, including the named executive officers, and directors. Under these guidelines, our named executive officers and other executive officers are expected to accumulate and hold Common Stock with a value that is equal to or greater than two to five times of their annual base salary, and to maintain this minimum amount throughout their tenure. The CEO will be expected to accumulate and hold an equivalent value of five times his/her annual base salary, all other named executive officers will be expected to accumulate and hold an equivalent value of three times their annual base salaries. All executive officers, including the named executive officers, have five years to achieve this accumulated value requirement from the date that the executive officer assumes his or her position. Elements that will qualify towards ownership goals will include: the value of vested and unvested restricted stock and restricted stock units, vested and unexercised stock options, shares acquired under our Employee Stock Purchase Plan and any other shares of Common Stock owned outright. As of December 31, 2010, all of our named executive officers had met their ownership requirements.

### ***Tax Considerations in Establishing Executive Compensation***

The Compensation Committee considers the potential future effects of Section 162(m) of the Internal Revenue Code of 1986, as amended when determining executive compensation. Section 162(m) limits the deductibility by public companies of certain executive compensation in excess of \$1,000,000 per executive per year, but excludes from the calculation of the \$1,000,000 limit certain elements of compensation, including performance-based compensation, provided that certain requirements are met. Our 2006 Plan permit the Compensation Committee to grant equity awards that are “performance-based” and thereby meet such requirements, so that they are fully tax-deductible by us. All of the stock options granted to our executive officers are intended to qualify under Section 162(m) as performance-based compensation. However, earned restricted stock units and annual variable cash awards paid to our executive officers under our current annual incentive plan may not be deductible as these awards may not qualify as “performance-based compensation” for purposes of Section 162(m). The Compensation Committee intends to continue evaluating all of our executive compensation and will qualify such compensation as performance based compensation under Section 162(m) to the extent applicable, and so long as the Compensation Committee determines that doing so is in the Company’s best interests.

The Compensation Committee also considers the effects of Section 409A of the Internal Revenue Code when granting or providing compensation. Section 409A imposes additional significant taxes in the event that an executive officer, director or service provider receives “deferred compensation” that does not meet the requirements of Section 409A. In order to avoid additional tax under Section 409A, we structure equity awards and other applicable compensation in a manner intended to comply with applicable Section 409A requirements.

### ***Compensation Adjustment or Recovery***

The Compensation Committee has no formal policy with respect to the adjustment or recovery of compensation as a result of material changes in our financial statements requiring an accounting restatement. However, the Compensation Committee reserves the right to reduce or withhold future compensation based on any required restatement or adjustment, and to determine the extent to which recovery of prior compensation may be pursued in the event of future adjustments caused by fraud on the part of an executive of Rambus. The Compensation Committee will continue to evaluate and determine if a formal adjustment or recovery policy is either required or appropriate in light of developments in applicable laws and regulations.

### ***401(k) Plan, Health and Life Insurance Premiums and Generally Available Benefit Programs***

Our named executive officers are eligible to participate in our 401(k) plan on the same terms as other participating employees. In any plan year, we will contribute to each participant a matching contribution equal to 50% of the first 6% of the participant's eligible compensation that has been contributed to the plan.

In addition, all named executive officers and other employees are eligible to participate in all health and welfare benefits offered by us in accordance with the terms and conditions of such non-discriminatory plans or arrangements.

We do not provide post-retirement health coverage for our named executive officers or other employees.

All named executive officers are eligible to elect to participate in our Employee Stock Purchase Plan, which provides Company employees the opportunity to purchase Company Common Stock through accumulated payroll deductions, on the same terms as other Company employees.

Rambus does not provide any pension arrangements, perquisites not generally available to the broad employee population, or other compensation to its named executive officers.

### ***Employment and Retention Agreements***

All of our employees, including our named executive officers, are employees-at-will and as such do not have term employment contracts with us, except in the case of some employees of our foreign subsidiaries and employees who have joined us through acquisitions. The Compensation Committee periodically evaluates the need for such agreements with respect to market practices in order to remain competitive and attract and retain executive officers and other employees, including in connection with acquisitions. We may determine that it is in the best interest of the Company to enter into such agreements in the future.

### ***Compensation Committee Interlocks and Insider Participation***

None of the members of the Compensation Committee has at any time been one of the Company's named executive officers or employees or had any relationships requiring disclosure by the Company under the SEC rules requiring disclosure of certain relationships and related party transactions. None of the Company's named executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more named executive officers serving on the Board of Directors or Compensation Committee.

### ***Compensation Program Risk Evaluation***

The Compensation Committee reviewed the elements of named executive compensation to determine whether any portion of the overall program encouraged excessive risk taking. Following this assessment, the Compensation Committee believes that, although the majority of compensation provided to our executive officers is performance-based, our compensation programs do not encourage excessive or unnecessary risk taking. We believe that the design of these compensation programs encourage Rambus named executive officers to remain focused on both short-term and long-term strategic goals.

## **COMPENSATION COMMITTEE REPORT**

Our Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this report.

THE COMPENSATION COMMITTEE

Penelope A. Herscher (Chairperson)  
David Shrigley  
Eric Stang

## EXECUTIVE COMPENSATION TABLES

### Summary Compensation Table

The following table shows compensation information for 2008, 2009 and 2010 for the named executive officers.

#### Summary Compensation For Fiscal Years 2008, 2009 and 2010

Name and Title	Year	Salary (\$)	Stock Awards (1)(\$)	Option Awards (1)(\$)	Non-Equity Incentive Plan Compensation (2)(\$)	All Other Compensation (3)(\$)	Total (\$)
<b>Harold Hughes</b> . . . . .	2010	480,000	636,160	1,481,916	1,577,796	28,387	4,204,259
Chief Executive Officer and	2009	476,667	290,700	837,236	143,399	26,007	1,774,009
President	2008	440,000	1,429,920	361,718	242,000	25,593	2,499,231
<b>Satish Rishi</b> . . . . .	2010	325,000	181,760	419,658	788,898	28,387	1,743,703
Senior Vice President,	2009	324,437	88,031	256,150	72,000	24,348	764,966
Finance and Chief Financial Officer	2008	318,240	238,320	452,148	132,000	25,301	1,166,009
<b>Thomas R. Lavelle</b> . . . . .	2010	325,000	227,200	459,001	903,946	47,045	1,962,192
Senior Vice President	2009	323,917	88,031	256,150	82,500	20,068	770,666
and General Counsel	2008	312,000	599,320	452,148	132,000	20,218	1,515,686
<b>Sharon E. Holt</b> . . . . .	2010	320,000	227,200	445,886	903,946	53,993	1,951,025
Senior Vice President, GM	2009	319,333	88,031	256,150	80,438	18,241	762,193
Semiconductor Business Group	2008	312,000	599,320	452,148	151,250	28,418	1,543,136
<b>Martin Scott</b> . . . . .	2010	320,000	181,760	419,658	788,898	29,035	1,739,351
Senior Vice President,	2009	318,467	88,031	256,150	72,000	24,996	759,644
GM New Business Group	2008	301,600	559,600	339,111	112,750	25,890	1,338,951

- (1) Amounts shown do not reflect compensation actually received by the named executive officer. Instead, the amounts shown are the aggregate grant date fair value computed in accordance with the provisions of FASB ASC Topic 718. The assumptions used to calculate the value of stock and stock option awards are set forth under Note 8 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2010.
- (2) Amounts for fiscal year 2010 consist of compensation earned for services rendered in fiscal year 2010 and are based upon the achievement of certain targets under the 2010 Corporate Incentive Plan targets. The target and achievement results were reviewed and approved by the Compensation Committee. The plan is further described under “Compensation Discussion & Analysis — Executive Compensation Components.”
- (3) In addition to any specific other compensation disclosed with respect to individual named executive officers, amounts reported in the “All Other Compensation” column for 2010 and previous years consist of matching contributions to the named executive officers’ 401(k) accounts and premiums paid for health and welfare insurance policies.



## Grants of Plan Based Awards

The following table shows all plan-based awards granted to the named executive officers during fiscal year 2010. The option awards and the unvested portion of the stock awards identified in the table below are also reported in the Outstanding Equity Awards at Fiscal 2010 Year-End Table that follows.

### Grants of Plan Based Awards

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payments Under Equity Incentive Plan Awards			All Other Stock Awards Number of Shares or Stock Units (2)(#)	All Other Option Awards; Number of Securities Underlying Options (3)(#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock & Options Awards (\$)(4)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Harold Hughes . . . . .	02/01/2010	01/27/2010	—	—	—	—	—	—	28,000	—	0.00	636,160
	02/01/2010	01/27/2010	—	—	—	—	—	—	—	113,000	22.72	1,481,916
	—	01/27/2010	240,000	480,000	3,840,000	—	—	—	—	—	—	—
Satish Rishi . . . . .	02/01/2010	01/27/2010	—	—	—	—	—	—	8,000	—	0.00	181,760
	02/01/2010	01/27/2010	—	—	—	—	—	—	—	32,000	22.72	419,658
	—	01/27/2010	120,000	240,000	1,920,000	—	—	—	—	—	—	—
Thomas R. Lavelle . . . . .	02/01/2010	01/27/2010	—	—	—	—	—	—	10,000	—	0.00	227,200
	02/01/2010	01/27/2010	—	—	—	—	—	—	—	35,000	22.72	459,001
	—	01/27/2010	137,500	275,000	2,200,000	—	—	—	—	—	—	—
Sharon E. Holt . . . . .	02/01/2010	01/27/2010	—	—	—	—	—	—	10,000	—	0.00	227,200
	02/01/2010	01/27/2010	—	—	—	—	—	—	—	34,000	22.72	445,886
	—	01/27/2010	137,500	275,000	2,200,000	—	—	—	—	—	—	—
Martin Scott . . . . .	02/01/2010	01/27/2010	—	—	—	—	—	—	8,000	—	0.00	181,760
	02/01/2010	01/27/2010	—	—	—	—	—	—	—	32,000	22.72	419,658
	—	01/27/2010	120,000	240,000	1,920,000	—	—	—	—	—	—	—

- (1) Amounts shown are estimated payouts for fiscal year 2010 to the named executive officers based on the 2010 bonus targets under the plan discussed under “Compensation Discussion & Analysis — Executive Compensation Components.” Actual bonuses received by these named executive officers for fiscal 2010 are reported in the Summary Compensation for Fiscal Year 2010 table under the column entitled “Non-Equity Incentive Plan Compensation” and described under “Compensation Discussion & Analysis — Executive Compensation Components.”
- (2) Restricted stock units granted to all named executives on February 1, 2010.
- (3) The stock options were granted as part of the Company’s regular performance review process and vest based on the executive continuing to provide services to the company through the applicable vesting dates. See the “Compensation Discussion and Analysis” and “Outstanding Equity Awards at Fiscal Year-End” for additional information with respect to these stock option grants.
- (4) The value of a stock award or stock option award is based on the fair market value as of the grant date of such award determined pursuant to FASB ASC Topic 718. Stock awards consist of restricted stock unit awards. The exercise price for all options granted to the named executive officers is 100% of the fair market value of the shares on the grant date. The option exercise price has not been deducted from the amounts indicated above. Regardless of the value placed on a stock option on the grant date, the actual value of the option will depend on the market value of our Common Stock at such date in the future when the option is exercised exceeds the exercise price.

## Outstanding Equity Awards at Fiscal Year-End

The following table shows all outstanding equity awards held by the named executive officers as of December 31, 2010. Unvested stock awards reported in the Grants of Plan-Based Awards table on the previous page are also included in the table below.

### Outstanding Equity Awards at Fiscal 2010 Year-End

Name	Option Awards					Stock Awards			
	# of Securities Underlying Unexercised Options (#) Exercisable	# of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: # of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	# of Shares or Units of Stock That Have Not Vested (#)	Mkt Value of Shares, or Units of Stock That Have Not Vested (\$)(1)	Equity Incentive Plan Awards: # of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Mkt or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Harold Hughes . . . . .	18,833(2)	94,167	—	22.72	2/1/2020	—	—	—	—
	—	—	—	—	—	28,000(3)	573,440	—	—
	48,400(4)	83,600	—	8.55	2/2/2019	—	—	—	—
	—	—	—	—	—	25,500(5)	522,240	—	—
	18,133(6)	13,867	—	19.86	2/1/2018	—	—	—	—
	—	—	—	—	—	12,000(7)	245,760	—	—
	191,666(8)	58,334	—	18.69	2/1/2017	—	—	—	—
	265,500(9)	4,500	—	22.94	1/6/2016	—	—	—	—
	250,000(10)	—	—	21.51	1/10/2015	—	—	—	—
	14,543(11)	—	—	16.07	10/1/2014	—	—	—	—
Satish Rishi . . . . .	40,000(12)	—	—	17.51	6/2/2013	—	—	—	—
	5,333(13)	26,667	—	22.72	2/1/2020	—	—	—	—
	—	—	—	—	—	8,000(14)	163,840	—	—
	14,808(15)	25,577	—	8.55	2/2/2019	—	—	—	—
	—	—	—	—	—	7,722(16)	158,147	—	—
	22,666(17)	17,334	—	19.86	2/1/2018	—	—	—	—
	—	—	—	—	—	6,000(18)	122,880	—	—
	—	—	—	—	—	25,000(19)	512,000	—	—
	76,666(20)	23,334	—	18.69	2/1/2017	—	—	—	—
	205,333(21)	14,667	—	40.80	4/11/2016	—	—	—	—
Thomas R. Lavelle . . . . .	5,833(22)	29,167	—	22.72	2/1/2020	—	—	—	—
	—	—	—	—	—	10,000(23)	204,800	—	—
	14,808(24)	25,577	—	8.55	2/2/2019	—	—	—	—
	—	—	—	—	—	7,722(25)	158,147	—	—
	—	—	—	—	—	10,000(26)	204,800	—	—
	22,666(27)	17,334	—	19.86	2/1/2018	—	—	—	—
	—	—	—	—	—	6,000(28)	122,880	—	—
	—	—	—	—	—	10,000(29)	204,800	—	—
	156,666(30)	43,334	—	19.16	1/3/2017	—	—	—	—
	5,666(31)	28,334	—	22.72	2/1/2020	—	—	—	—
Sharon E. Holt . . . . .	—	—	—	—	—	10,000(32)	204,800	—	—
	14,808(33)	25,577	—	8.55	2/2/2019	—	—	—	—
	—	—	—	—	—	7,722(34)	158,147	—	—
	—	—	—	—	—	10,000(35)	204,800	—	—
	22,666(36)	17,334	—	19.86	2/1/2018	—	—	—	—
	—	—	—	—	—	6,000(37)	122,880	—	—
	61,333(38)	18,667	—	18.69	2/1/2017	—	—	—	—
	73,750(39)	1,250	—	22.94	1/6/2016	—	—	—	—
	32,000(40)	—	—	24.04	12/3/2014	—	—	—	—
	200,000(41)	—	—	16.76	8/2/2014	—	—	—	—
Martin Scott . . . . .	5,333(42)	26,667	—	22.72	2/1/2020	—	—	—	—
	—	—	—	—	—	8,000(43)	163,840	—	—
	14,808(44)	25,577	—	8.55	2/2/2019	—	—	—	—
	—	—	—	—	—	7,722(45)	158,147	—	—
	—	—	—	—	—	10,000(46)	204,800	—	—
	17,000(47)	13,000	—	19.86	2/1/2018	—	—	—	—
	—	—	—	—	—	5,000(48)	102,400	—	—
	—	—	—	—	—	5,000(49)	102,400	—	—
	156,666(50)	43,334	—	19.16	1/3/2017	—	—	—	—

(1) The market value is calculated using the closing price of our Common Stock of \$20.48 on December 31, 2010 (the last trading day of 2010), as reported on The Nasdaq Global Select Market, multiplied by the unvested stock amount.

- (2) The option was granted on February 1, 2010. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2015.
- (3) The restricted stock unit was granted on February 1, 2010. The grant shall vest in equal installments of 7,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (4) The option was granted on February 2, 2009. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 2, 2014.
- (5) The restricted stock unit was granted on February 2, 2009. The grant shall vest in equal installments of 8,500 shares on each anniversary of the grant date until one-hundred percent vested.
- (6) The option was granted on February 1, 2008. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2013.
- (7) The restricted stock unit was granted on February 1, 2008. The grant shall vest in equal installments of 6,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (8) The option was granted on February 1, 2007. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2012.
- (9) The option was granted on January 6, 2006. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on January 6, 2011.
- (10) The option was granted on January 10, 2005. Options representing 1/48th of the shares vested monthly during the four year period following the grant date.
- (11) The option was granted on October 1, 2004. Options representing 1/48th of the shares vested monthly over the four year period following the grant date.
- (12) The option was granted on June 2, 2003. Options representing 5,000 shares vested on December 2, 2003, and the remaining options vested in equal monthly installments until they were fully vested on June 2, 2007.
- (13) The option was granted on February 1, 2010. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2015.
- (14) The restricted stock unit was granted on February 1, 2010. The grant shall vest in equal installments of 2,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (15) The option was granted on February 2, 2009. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 2, 2014.
- (16) The restricted stock unit was granted on February 2, 2009. The grant shall vest in equal installments of 2,574 shares on each anniversary of the grant date until one-hundred percent vested.
- (17) The option was granted on February 1, 2008. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2013.
- (18) The restricted stock unit was granted on February 1, 2008. The grant shall vest in equal installments of 3,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (19) The restricted stock unit was granted on October 18, 2007. 25,000 units vested respectively on February 1, 2008, February 2, 2009, and February 1, 2010. The remaining 25,000 shares shall vest on February 1, 2011.
- (20) The option was granted on February 1, 2007. Options representing 1/10th shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2012.

- (21) The option was granted on April 11, 2006. Options representing 1/10th shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on April 11, 2011.
- (22) The option was granted on February 1, 2010. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2015.
- (23) The restricted stock unit was granted on February 1, 2010. The grant shall vest in equal installments of 2,500 shares on each anniversary of the grant date until one-hundred percent vested.
- (24) The option was granted on February 2, 2009. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 2, 2014.
- (25) The restricted stock unit was granted on February 2, 2009. The grant shall vest in equal installments of 2,574 shares on each anniversary of the grant date until one-hundred percent vested.
- (26) The restricted stock unit was granted on August 28, 2008. The grant shall vest in equal installments of 5,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (27) The option was granted on February 1, 2008. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2013.
- (28) The restricted stock unit was granted on February 1, 2008. The grant shall vest in equal installments of 3,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (29) The restricted stock unit was granted on October 17, 2007. The grant shall vest in equal installments of 10,000 units on each anniversary date of the hire date until they are fully vested.
- (30) The option was granted on January 3, 2007. Options representing 1/10th shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on January 3, 2012.
- (31) The option was granted on February 1, 2010. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2015.
- (32) The restricted stock unit was granted on February 1, 2010. The grant shall vest in equal installments of 2,500 shares on each anniversary of the grant date until one-hundred percent vested.
- (33) The option was granted on February 2, 2009. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 2, 2014.
- (34) The restricted stock unit was granted on February 2, 2009. The grant shall vest in equal installments of 2,574 shares on each anniversary of the grant date until one-hundred percent vested.
- (35) The restricted stock unit was granted on August 28, 2008. The grant shall vest in equal installments of 5,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (36) The option was granted on February 1, 2008. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2013.
- (37) The restricted stock unit was granted on February 1, 2008. The grant shall vest in equal installments of 3,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (38) The option was granted on February 1, 2007. Options representing 1/10th shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2012.
- (39) The option was granted on January 6, 2006. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on January 6, 2011.

- (40) The option was granted on December 3, 2004. Options representing 1/12th of the total grant vested in monthly installments on January 31, 2009 until they were fully vested on December 31, 2009.
- (41) The option was granted on August 2, 2004. Options representing 1/10th of the shares vested six months from the grant date and the remaining shares vested in equal monthly installments until they were fully vested on August 2, 2009.
- (42) The option was granted on February 1, 2010. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2015.
- (43) The restricted stock unit was granted on February 1, 2010. The grant shall vest in equal installments of 2,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (44) The option was granted on February 2, 2009. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 2, 2014.
- (45) The restricted stock unit was granted on February 2, 2009. The grant shall vest in equal installments of 2,574 shares on each anniversary of the grant date until one-hundred percent vested.
- (46) The restricted stock unit was granted on August 28, 2008. The grant shall vest in equal installments of 5,000 shares on each anniversary of the grant date until one-hundred percent vested.
- (47) The option was granted on February 1, 2008. Options representing 1/10th of the shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2013.
- (48) The restricted stock unit was granted on February 1, 2008. The grant shall vest in equal installments of 2,500 shares on each anniversary of the grant date until one-hundred percent vested.
- (49) The restricted stock unit was granted on October 17, 2007. The grant shall vest in equal installments of 5,000 units on each anniversary of the grant date until one-hundred percent vested.
- (50) The option was granted on January 3, 2007. Options representing 1/10th shares vested six months from the grant date, and the remaining shares vest in equal monthly installments until they are fully vested on January 3, 2012.

Each of the options and other equity awards reflected on the table above were issued under the 1997 Plan, the 1999 Plan or the 2006 Plan, which are plans that were or are available to all of our employees.

In the case of the 1997 Plan and the 1999 Plan, if a “merger” of the Company occurs, as defined in the relevant plan, each outstanding option or equity award will be assumed or an equivalent option or right substituted by the successor company. Following such assumption or substitution, if the participant’s status as a service provider is terminated by the successor corporation as a result of an “involuntary termination” other than for “cause,” each as defined in the relevant plan, within twelve months following the merger, then the participant will fully vest and have the right to exercise all of his or her options and will convert any other equity awards into shares of Common Stock (commonly referred to as a “double-trigger” termination). In the event that the successor company refuses to assume or substitute for the equity award the participant will fully vest in and have the right to exercise all of his or her options or stock appreciation rights, including shares as to which such awards would not otherwise be vested or exercisable, all restrictions on restricted stock will lapse, and, with respect to restricted stock units, performance shares and performance units, all performance goals or other vesting criteria will be deemed achieved at target levels and all other terms and conditions met immediately prior to the merger.

In the case of the 2006 Plan, in the event of a “change of control” of the Company, as defined in the plan, each outstanding option or equity award will be assumed or an equivalent option or right substituted by the successor company. In the event that the successor company refuses to assume or substitute for the option or equity award, the participant will fully vest in and have the right to exercise all of his or her options or stock appreciation rights, including shares as to which such awards would not otherwise be vested or exercisable, all restrictions on restricted stock will lapse, and, with respect to restricted stock units, performance shares and performance units, all performance goals or other vesting criteria will be deemed achieved at target levels and all other terms and conditions met. In addition, if an option or stock appreciation right becomes fully vested and exercisable in lieu of

assumption or substitution in the event of a change of control, the administrator of the 2006 Plan will notify the participant that the option or stock appreciation right will be fully vested and exercisable for a period of time determined by the administrator, and the option or stock appreciation right will terminate upon the expiration of such period.

The form of option agreement for the 2006 Plan provides that if a successor company assumes outstanding options or substitutes for options with an equivalent award, then if following such assumption or substitution the participant's status as an employee or employee of the successor company, as applicable, is terminated by the successor company as a result of an Involuntary Termination (as defined below) other than for Cause (as defined below) within twelve months following the change in control, the option will immediately vest and become exercisable as to 100% of the shares subject to the option.

For purposes of the 2006 Plan form option agreement, "Cause" will mean (i) any act of personal dishonesty taken by the participant in connection with his or her responsibilities as an employee and intended to result in substantial personal enrichment of the participant, (ii) the participant's conviction of a felony, (iii) a willful act by the participant which constitutes gross misconduct and which is injurious to the successor company, and (iv) following delivery to the participant of a written demand for performance from the successor company which describes the basis for the successor company's belief that the participant has not substantially performed his or her duties, continued violations by the participant of the participant's obligations to the successor company which are demonstrably willful and deliberate on the participant's part.

For purposes of the 2006 Plan form option agreement, any of the following events shall constitute an "Involuntary Termination": (i) without the participant's express written consent, a significant reduction of the participant's duties, authority or responsibilities, relative to the participant's duties, authority or responsibilities as in effect immediately prior to the change in control, or the assignment to the participant of such reduced duties, authority or responsibilities; (ii) without the participant's express written consent, a substantial reduction, without good business reasons, of the facilities and perquisites (including office space and location) available to the participant immediately prior to the change in control; (iii) a reduction by the successor company in the base salary of the participant as in effect immediately prior to the change in control; (iv) a material reduction by the successor company in the kind or level of employee benefits, including bonuses, to which the participant was entitled immediately prior to the change in control with the result that the participant's overall benefits package is significantly reduced; (v) the relocation of the participant to a facility or a location more than fifty miles from the participant's then present location, without the participant's express written consent; (vi) any purported termination of the participant by the successor company which is not effected for disability or for Cause, or any purported termination for which the grounds relied upon are not valid; or (vii) any act or set of facts or circumstances which would, under California case law or statute constitute a constructive termination of the Participant.

### Option Exercises and Stock Vested

The following table shows all stock options exercised and value realized upon exercise, and all stock awards vested and value realized upon vesting, by the named executive officers during fiscal year 2010.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (1)(\$)
Harold Hughes . . . . .	—	—	14,500	329,950
Satish Rishi . . . . .	—	—	40,574	911,486
Thomas R. Lavelle . . . . .	—	—	20,574	462,796
Sharon E. Holt . . . . .	—	—	10,574	218,796
Martin Scott . . . . .	—	—	15,074	306,986

(1) The value realized equals the market value of our Common Stock on the vesting date, multiplied by the number of shares that vested.



## Potential Payments Upon Termination or Change-in-Control

We have no contractual arrangements with our named executive officers that would provide payments upon termination or change-in-control. Outstanding equity awards may vest upon a “double-trigger” termination in the event of a change-in-control, as provided under the applicable equity plan and as described under the “Outstanding Equity Awards at Fiscal 2010 Year-End” table. This accelerated vesting applies to all awards made under the plans and is not specific to awards made to our named executive officers. The following table summarizes the value of the potential accelerated vesting to each named executive officer.

<u>Name</u>	<u>Value of Accelerated Stock Options (\$)</u>	<u>Value of Accelerated Stock Awards (\$)</u>	<u>Total Value of Accelerated Options and Stock Awards (\$)</u>
Harold Hughes . . . . .	2,225,035	1,341,440	3,566,475
Satish Rishi . . . . .	685,593	956,867	1,642,460
Thomas R. Lavelle . . . . .	770,593	895,427	1,666,020
Sharon E. Holt . . . . .	1,393,793	690,627	2,084,420
Martin Scott . . . . .	764,393	731,587	1,495,980

## Compensation of Directors

The following table shows compensation information for our non-employee directors for 2010.

### Director Compensation For Fiscal Year 2010

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards(1) (\$)</u>	<u>Option Awards (\$)</u>	<u>Non-Equity Incentive Plan Compensation (\$)</u>	<u>Change in Pension and Value and Non-Qualified Deferred Compensation Earnings (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
J. Thomas Bentley . . . . .	65,000	160,038(2)	—	—	—	—	225,038
Sunlin Chou . . . . .	50,000	160,038(3)	—	—	—	—	210,038
Bruce Dunlevie . . . . .	65,000	160,038(4)	—	—	—	—	225,038
P. Michael Farmwald . . . . .	40,000	160,038(5)	—	—	—	—	200,038
Penelope A. Herscher . . . . .	60,000	160,038(6)	—	—	—	—	220,038
David Shrigley . . . . .	40,000	160,038(7)	—	—	—	—	200,038
Abraham Sofaer . . . . .	40,009(8)	160,038(9)	—	—	—	—	200,047
Eric Stang . . . . .	40,000	160,038(10)	—	—	—	—	200,038

- (1) Amounts shown do not reflect compensation actually received by the non-employee directors. Instead, the amounts shown are the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. The assumptions used to calculate the value of stock option awards are set forth under Note 8 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2010.
- (2) Reflects the compensation costs recognized in 2010 associated with a restricted stock unit award of 7,672 shares of Common stock made on October 1, 2010 with a fair value as of the grant date of \$20.86 per share disregarding forfeiture assumptions. Mr. Bentley also had options to purchase an aggregate of 92,917 shares outstanding as of December 31, 2010.
- (3) Reflects the compensation costs recognized in 2010 associated with a restricted stock unit award of 7,672 shares of Common stock made on October 1, 2010 with a fair value as of the grant date of \$20.86 per share disregarding forfeiture assumptions. Dr. Chou also had options to purchase an aggregate of 80,000 shares outstanding as of December 31, 2010.

- (4) Reflects the compensation costs recognized in 2010 associated with a restricted stock unit award of 7,672 shares of Common stock made on October 1, 2010 with a fair value as of the grant date of \$20.86 per share disregarding forfeiture assumptions. Mr. Dunlevie also had options to purchase an aggregate of 140,000 shares outstanding as of December 31, 2010.
- (5) Reflects the compensation costs recognized in 2010 associated with a restricted stock unit award of 7,672 shares of Common stock made on October 1, 2010 with a fair value as of the grant date of \$20.86 per share disregarding forfeiture assumptions. Dr. Farmwald also had options to purchase an aggregate of 100,000 shares outstanding as of December 31, 2010.
- (6) Reflects the compensation costs recognized in 2010 associated with a restricted stock unit award of 7,672 shares of Common stock made on October 1, 2010 with a fair value as of the grant date of \$20.86 per share disregarding forfeiture assumptions. Ms. Herscher also had options to purchase an aggregate of 60,000 shares outstanding as of December 31, 2010.
- (7) Reflects the compensation costs recognized in 2010 associated with a restricted stock unit award of 7,672 shares of Common stock made on October 1, 2010 with a fair value as of the grant date of \$20.86 per share disregarding forfeiture assumptions. Mr. Shrigley also had options to purchase an aggregate of 60,000 shares outstanding as of December 31, 2010.
- (8) Mr. Sofaer elected to receive 1,997 shares of Common Stock in lieu of board fees for fiscal year 2010. The respective closing values to determine the amount of shares issued were \$21.85 on March 31, 2010; \$17.52 on June 30, 2010; \$20.84 on September 30, 2010; and \$20.48 on December 31, 2010.
- (9) Reflects the compensation costs recognized in 2010 associated with a restricted stock unit award of 7,672 shares of Common stock made on October 1, 2010 with a fair value as of the grant date of \$20.86 per share disregarding forfeiture assumptions. Mr. Sofaer also had options to purchase an aggregate of 80,000 shares outstanding as of December 31, 2010.
- (10) Reflects the compensation costs recognized in 2010 associated with a restricted stock unit award of 7,672 shares of Common stock made on October 1, 2010 with a fair value as of the grant date of \$20.86 per share disregarding forfeiture assumptions. Mr. Stang also had options to purchase an aggregate of 40,000 shares outstanding as of December 31, 2010.

### **Overview of Compensation and Procedures**

No changes were made to our Board pay practices in 2010.

In 2008, as a result of our annual review of Rambus Board pay practices and competitive positioning, changes were recommended and adopted to our Board pay practices. The Compensation Committee reviewed materials from SBCG detailing benchmark and competitive pay practices both within our peer group and across public companies in general. A decision was made to discontinue the annual equity stock option grant and replace this award with an annual RSU equity grant with an approximate fair market value equal to \$160,000 at the time of grant. Our decision to denominate the annual RSU grant in terms of value instead of number of shares will help address year-over-year volatility and provides consistent alignment with our

Compensation Peer Group. This revision to the Director Plan acknowledges their commitment of time and consultation and will continue to be benchmarked to industry and peer group compensation practices.

### **Summary of Director Plan**

*Annual Retainer.* Each independent director receives an annual retainer of \$40,000 in cash. The Chairpersons of the Board and Audit Committee each receive an additional annual retainer of \$25,000. The Chairperson of the Compensation Committee receives an additional annual retainer of \$20,000. The Chairperson of the Corporate Governance and Nominating Committee receives an additional annual retainer of \$10,000. Each annual retainer is paid in quarterly installments. The annual retainers were not increased for 2010.

*Annual Equity Grant.* Each independent director receives an annual equity grant of such number of restricted stock units (“RSUs”) with an approximate fair market value equal to \$160,000 at the time of grant. This annual equity grant represents a change from the annual equity grant of an option to purchase 20,000 shares of Common

Stock which the independent directors previously received in 2008. This change was made after reviewing the market data of our competitors and to reflect the time commitments our independent directors are asked to make to the Company. The RSU grants vest in full at the end of a one-year period, subject to the independent director continuing to serve through each applicable vesting date. If the director discontinues service prior to the vesting of any RSU grant, the Compensation Committee may, in its discretion, permit such grant to vest pro rata for the portion of the year during which such director served.

*Initial Equity Grant.* Any newly elected independent director joining our Board of Directors will receive an initial option to purchase 40,000 shares of Common Stock when he or she is first elected as a member of the Board. The term of such options will not exceed ten years. The option grants vest over a four-year period, with one-eighth of shares subject to the option vesting six months after the date of grant and the remaining shares vesting ratably each month thereafter, subject to the independent director continuing to serve through each applicable vesting date.

Awards granted to the independent directors under the 2006 Plan are generally not transferable, and all rights with respect to an award granted to a director or participant generally will be available during a director or participant's lifetime only to the director or participant.

Each of the options granted to our independent directors was issued under the 1997 Plan or the 2006 Plan, which are plans that are available to all of our employees. As described under "Outstanding Equity Awards at Fiscal Year-End," the 1997 Plan provides for certain acceleration upon a "merger" of the Company, as defined under the 1997 Plan, and the 2006 Plan provides for certain acceleration upon a "change of control" of the Company, as defined under the 2006 Plan. In addition, with respect to options and any other equity awards granted to non-employee directors that are assumed or substituted for upon a change of control under the 2006 Plan, if the non-employee director is terminated other than upon a voluntary resignation, the options and other equity awards granted to such non-employee director will fully vest and be exercisable with respect to 100% of the shares subject to such options and other equity awards.

Pursuant to stock ownership guidelines adopted by the Board in October 2006 and updated in February 2011, each independent director will be expected to accumulate and hold an equivalent value of our Common Stock of three times their annual total cash compensation and to achieve this within five years from January 1, 2007 or the date that the director joined the Board, whichever is later. Directors are expected to maintain this minimum amount of stock ownership throughout their tenure on the Board. As of December 31, 2010, all of our directors met their ownership requirements.

## AUDIT COMMITTEE REPORT

This section shall not be deemed to be “soliciting material,” or to be “filed” with the SEC, is not subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of Rambus under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended, regardless of date or any other general incorporation language in such filing.

### **Report of the Audit Committee**

The following is the report of the Audit Committee of our Board of Directors with respect to our audited financial statements for the fiscal year ended December 31, 2010, which include our consolidated balance sheets as of December 31, 2010 and 2009 and the related consolidated statements of operations, stockholders’ equity and comprehensive income, and cash flows for each of the fiscal years ended December 31, 2010, December 31, 2009 and December 31, 2008, and the notes thereto.

### **Review with Management**

The Audit Committee has reviewed and discussed our audited financial statements and management’s report on internal control over financial reporting with management.

### **Review and Discussions with the Independent Registered Public Accounting Firm**

The Audit Committee has discussed with PricewaterhouseCoopers LLP, our independent registered public accounting firm, the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended, as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Audit Committee has also received written disclosures and the letter from PricewaterhouseCoopers LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor’s communications with us concerning independence, as may be modified or supplemented, and has discussed with PricewaterhouseCoopers LLP its independence from us.

### **Conclusion**

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that our audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 for filing with the SEC.

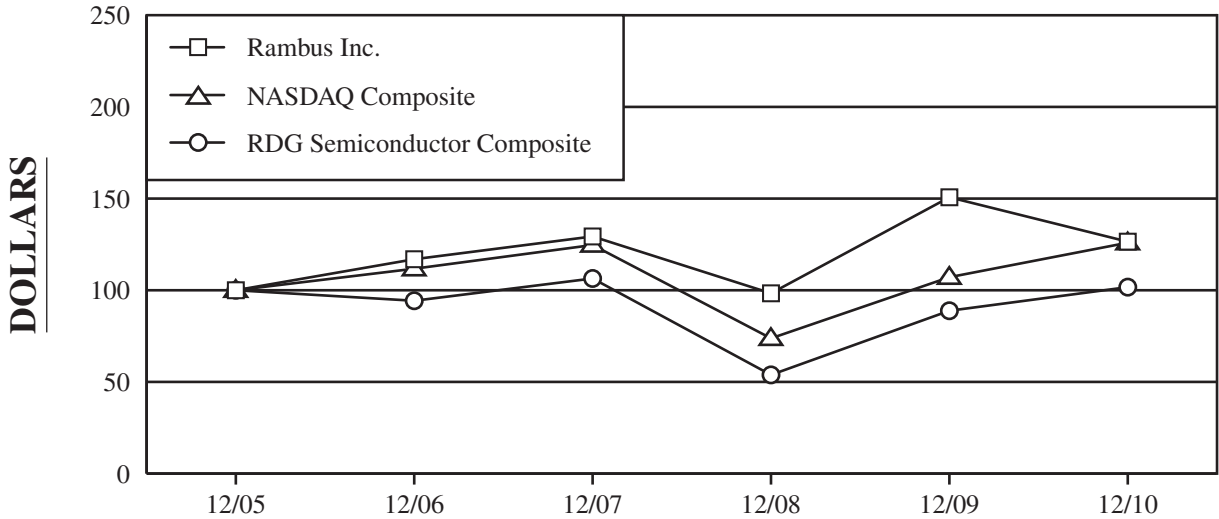
Respectfully submitted by:

**THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS**  
J. Thomas Bentley (Chair)  
Abraham D. Sofaer  
Eric Stang

## PERFORMANCE GRAPH

The following graph compares the cumulative 5-year total return attained by stockholders on Rambus Inc.'s common stock relative to the cumulative total returns of the NASDAQ Composite index and the RDG Semiconductor Composite index. The graph tracks the performance of a \$100 investment in our common stock and in each of the indexes (with the reinvestment of all dividends) from December 31, 2005 to December 31, 2010. No dividends have been declared or paid on our common stock. Historic stock price performance is not necessarily indicative of future stock price performance.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
**Among Rambus Inc., The NASDAQ Composite Index**  
**And The RDG Semiconductor Composite Index**



\* \$100 invested on 12/31/05 in stock or index, including reinvestment of dividends.  
 Fiscal year ending December 31.

	12/05	12/06	12/07	12/08	12/09	12/10
<b>Rambus Inc.</b>	100.00	116.92	129.34	98.33	150.71	126.50
NASDAQ Composite	100.00	111.74	124.67	73.77	107.12	125.93
RDG Semiconductor Composite	100.00	94.27	106.42	53.83	88.82	101.70

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

## **OTHER MATTERS**

The Board does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented or otherwise allowed to be considered at the Annual Meeting, the persons named in the enclosed proxy will have discretion to vote shares they represent in accordance with their own judgment on such matters.

It is important that your shares be represented at the meeting, regardless of the number of shares which you hold. You are, therefore, urged to execute and return, at your earliest convenience, the accompanying proxy card in the envelope which has been enclosed.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Sunnyvale, California  
March 17, 2011**



## Rambus Board of Directors

**Bruce Dunlevie**  
*General Partner  
Benchmark Capital  
Chairman of the Board*

**J. Thomas Bentley**  
*Board Member*

**Sunlin Chou, Ph.D.**  
*Board Member*

**P. Michael Farmwald, Ph.D.**  
*Co-Founder  
Senior Technical Advisor  
Rambus Inc.  
Partner  
Skymoon Ventures*

**Penelope A. Herscher**  
*President and Chief Executive Officer  
FirstRain, Inc.*

**Mark Horowitz, Ph.D.**  
*Co-Founder  
Chief Scientist  
Rambus Inc.  
Professor of Electrical Engineering  
Stanford University*

**Harold Hughes**  
*President and Chief Executive Officer  
Rambus Inc.*

**David Shrigley**  
*Executive Chairman  
Soil and Topography Information, Inc.*

**Abraham Sofaer**  
*U.S. District Judge (1979-1985)  
Senior Fellow  
Hoover Institution*

**Eric Stang**  
*President and Chief Executive Officer  
ooma, Inc.*

## Executive Officers

**Harold Hughes**  
*President and Chief Executive Officer*

**Kevin Donnelly**  
*Senior Vice President, IP Strategy*

**Sharon Holt**  
*Senior Vice President and General  
Manager, Semiconductor Business  
Group*

**Thomas R. Lavelle**  
*Senior Vice President, Secretary and  
General Counsel*

**Jeffery Parker**  
*Senior Vice President, Lighting and  
Display Technology*

**Christopher Pickett**  
*Senior Vice President, Licensing*

**Satish Rishi**  
*Senior Vice President and Chief  
Financial Officer*

**Michael Schroeder**  
*Senior Vice President, Human  
Resources and Facilities*

**Martin Scott, Ph.D.**  
*Senior Vice President and General  
Manager, New Business Group*

**Laura Stark**  
*Senior Vice President, Corporate  
Development*

## Other Executives

**Gary Bronner, Ph.D.**  
*Vice President, Rambus Labs*

**Connie Chen**  
*Vice President, Litigation*

**Joseph Curry, Ph.D.**  
*Vice President, Corporate Development*

**Kieran Drain, Ph.D.**  
*Vice President, Strategy and Technology*

**Herb Gebhart**  
*Vice President, Strategic Development*

**Mark Grimse**  
*Vice President, Information Technology*

**Craig Hampel**  
*Rambus Fellow*

**John Kent**  
*Vice President, Technology  
Development*

**Jae Kim**  
*Vice President, Corporate Legal*

**Michael Leshkiw**  
*Vice President, Finance*

**Marc McConnaughey**  
*Vice President, Strategic Development*

**Tim Messegee**  
*Vice President, Marketing*

**Eric Ries**  
*Vice President, Worldwide Business  
Development*

**Jared Smith**  
*Vice President, Licensing*

**Wayne Sobon**  
*Vice President, Chief IP Counsel*

**John Thomas**  
*Vice President, Mobile Technology*

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# ***Rambus***<sup>®</sup>

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