

RAMBUS INC
Form 8-K
May 31, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 30, 2006

Rambus Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-22339
(Commission File Number)

94-3112828
(I. R. S. Employer

Identification No.)

4440 El Camino Real, Los Altos CA 94022

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (650) 947-5000

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Items

On May 30, 2006, Rambus Inc. (the Registrant) issued a press release announcing that the Audit Committee of the Registrant's Board of Directors has commenced an internal investigation of the timing of past option grants and other potentially related issues. The Audit Committee expects to focus primarily on options issued in or before 2003 and will be assisted by outside legal and accounting experts.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated May 30, 2006.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 31, 2006

Rambus Inc.

/s/ John D. Danforth

John D. Danforth, Senior Vice President and General Counsel

Exhibit Index

Exhibit

| Number | Exhibit Title |
|---------------|-----------------------------------|
| 99.1 | Press release dated May 30, 2006. |