

RAMBUS INC  
Form DEFA14A  
April 12, 2013

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Rambus Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 240.0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

April 12, 2013

Dear Rambus Stockholder:

As a reminder, we encourage you to vote your shares as soon as possible for the Rambus 2013 Annual Meeting of Stockholders, to be held on April 25, 2013. We have previously provided you proxy materials for the Annual Meeting.

We are making available an updated Proxy Card, enclosed herein, in order to update Proposal 1, Election of Directors, to make the voting choices clearer so that you can vote For, Against or Abstain on each director. If you have not yet voted, you may use the updated Proxy Card to submit your voting choices. If you have already voted, you do not need to submit any new voting instructions as your previously submitted Proxy Card or voting instructions will be voted at the Annual Meeting. You also can change your vote as detailed in the proxy statement for the Annual Meeting.

The Annual Meeting is now only a short time away. It is important that you sign and return your Proxy Card today in order to make sure that your shares will be voted at the meeting in accordance with your desires.

Your board of directors recommends that you vote FOR all proposals.

Please sign and date the enclosed Proxy Card (or follow the telephone & internet instructions) today. In the event that two Proxy Cards are received from you, the one bearing the latest date will be counted, as it automatically revokes all prior proxies.

Thank you for your cooperation and continued support.

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