

RAMBUS INC  
Form NT 10-Q  
August 10, 2006  
(Check One):

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

- ☐ Form 10-K  
☐ Form 20-F  
☐ Form 11-K  
☒ Form 10-Q  
☐ Form 10-D  
☐ Form N-SAR  
☐ Form N-CSR

For Period Ended: June 30, 2006

- ☐ Transition Report on Form 10-K  
☐ Transition Report on Form 20-F  
☐ Transition Report on Form 11-K  
☐ Transition Report on Form 10-Q  
☐ Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: \_\_\_\_\_

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**PART I REGISTRANT INFORMATION**

**Rambus Inc.**

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**Full Name of Registrant**

N/A

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**Former Name if Applicable**

**4440 El Camino Real**

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**Address of Principal Executive Office (*Street and Number*)**

**Los Altos, California 94022**

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**City, State and Zip Code**

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**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.) "

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

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**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Rambus Inc. (the Company) plans to file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (Form 10-Q) as soon as practicable, but does not expect that it will be filed on or before the fifth calendar day following the required filing date as prescribed in Rule 12b-25.

As described in its current reports on Form 8-K filed with the Securities and Exchange Commission (the S.E.C.) on May 31, 2006 and June 27, 2006, the Audit Committee of the Company's Board of Directors is conducting an internal investigation of past option grants and other potentially related issues. While the Audit Committee has reached a preliminary conclusion that the actual measurement dates for certain stock option grants issued in prior years differ from the recorded grants for such awards, the Audit Committee has not completed its review. Until the Audit Committee's review is complete, the Company will be unable to prepare and file its Form 10-Q. The Company intends to file its Form 10-Q as soon as practicable after the completion of the Audit Committee's review.

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**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

**Satish Rishi**

**(650)**

**947-5000**

**(Name)**

**(Area Code)**

**(Telephone Number)**

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s). ☒ Yes ☐ No

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- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? ☒ Yes ☐ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

As described in its current report on Form 8-K filed with the S.E.C. on July 19, 2006, the Audit Committee of the Company's Board of Directors, in consultation with management and after discussion with the Company's auditors on July 17, 2006, concluded that the Company's previously issued financial statements for the fiscal years 2003, 2004, 2005, which are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005, the Quarterly Reports on Form 10-Q filed with respect to each of these fiscal years and the financial statements included in the Company's Quarterly Reports on Form 10-Q for the first quarter of fiscal year 2006, should no longer be relied upon and will be restated. In addition, the restatement will affect financial statements for prior fiscal years and the Company will reflect those adjustments as a part of the opening balances in the financial statements for the restatement period. Because the Audit Committee's review is ongoing, the Company cannot provide a reasonable estimate and comparison of the results of its operations at this time.

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Rambus Inc.

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**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date August 10, 2006

By: /s/ Satish Rishi  
Satish Rishi  
Senior Vice President, Finance and Chief Financial Officer