

RPX Corp
Form 4
May 22, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SEGAL NED D.

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/20/2014		M	90,937	A \$ 0	90,937	D
Common Stock	05/20/2014		F	43,746	D \$ 16.05	47,191	D

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Units	\$ 0 ⁽¹⁾	05/20/2014		M	12,500	⁽²⁾ ⁽²⁾	Common Stock	12,500
Restricted Stock Units	\$ 0 ⁽¹⁾	05/20/2014		M	75,000	⁽³⁾ ⁽³⁾	Common Stock	75,000
Restricted Stock Units	⁽¹⁾	05/20/2014		M	3,437	⁽⁴⁾ ⁽⁴⁾	Common Stock	3,437

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SEGAL NED D.
C/O RPX CORPORATION
ONE MARKET PLAZA, STEUART TOWER STE.
800
SAN FRANCISCO, CA 94105

Chief Financial Officer,
SVP

Signatures

Martin Roberts, Attorney-in-Fact for Ned Segal

05/21/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each unit represents a contingent right to receive one share of Issuer's common stock. The units were awarded at no cost to Reporting Person.

The award of 50,000 units vest over approx. 4 yrs. from the Grant Date ("GD"), with 25% of the total number of units first eligible to vest following each 1-yr. anniversary, provided that as of each anniv. the average closing price per share of the Company's common stock ("ACP") for any period of 90 consecutive calendar days during the year preceding such anniv. is: (i) on the 1st anniv., equal to or greater than \$15.90 (ii) on the 2nd anniv., equal to or greater than the higher of (a) \$19.08 or (b) the ACP for the period of 90 calendar days ending on the first anniv. of the GD times 1.25; (iii) on the 3rd anniv., equal to or greater than the higher of (a) \$22.26 or (b) the ACP for the period of 90 calendar days ending on the second anniv. of the GD times 1.25; and (iv) on the 4th anniv., equal to or greater than the higher of (a) \$25.44 or (b) the ACP for the period of 90 calendar days ending on the third anniv. of the GD times 1.25.

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- 25% of the 300,000 stock units subject to the award will vest on May 20, 2014 and 6.25% of the shares subject to the award will vest in
- (3) equal quarterly installments thereafter, provided that Reporting Person remains in continuous service through each vest date. The quarterly vest dates are February 20, May 20, August 20 and November 20.
- 6.25% of the 55,000 stock units subject to the award will vest on May 20, 2014 and 6.25% of the shares subject to the award will vest in
- (4) equal quarterly installments thereafter, provided that Reporting Person remains in continuous service through each vest date. The quarterly vest dates are February 20, May 20, August 20 and November 20.

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