

RPX Corp
Form 4
February 24, 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 *
Amster John A

(Last) (First) (Middle)

C/O RPX CORPORATION, ONE MARKET PLAZA, SUITE 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)
02/20/2014

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 Executive Officer

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	02/20/2014		M		39,063 (1)	A	\$ 0	1,247,082 (2)	I	By Trust
Common Stock	02/20/2014		F		14,681	D	\$ 16.18	1,232,401 (2)	I	By Trust
Common Stock								482,546 (3)	I	See Footnote

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

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number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁴⁾	02/20/2014		M	7,813	05/20/2013 ⁽⁵⁾ - ⁽⁵⁾	Common Stock	7,813
Performance Units	\$ 0	02/20/2014		M	31,250 ⁽⁶⁾	⁽⁷⁾ - ⁽⁷⁾	Common Stock	31,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Amster John A C/O RPX CORPORATION ONE MARKET PLAZA, SUITE 800 SAN FRANCISCO, CA 94105	X		Chief Executive Officer	

Signatures

Martin Roberts, Attorney-in-Fact for John A. Amster
Date: 02/22/2014

**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) Shares held by John A. Amster were subsequently transferred to the Trust.

(2) Shares held by John A. Amster and Colleen Q. Amster, Trustees of The John & Colleen Amster Living Trust dated 3/2/2000.

(3) Shares held by JCA, LLC.

(4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

(5) 6.25% of the 125,000 stock units subject to the award will vest on this date and 6.25% of the shares subject to the award will vest in 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) Each performance right represented a contingent right to receive a share of Issuer's common stock upon achieving an average closing price per share of the Issuer's common stock for any period of 90 consecutive calendar days during the year preceding the first

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anniversary of the grant date, equal to or greater than \$11.81.

- The 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 \$11.81;
- (7) (ii) on the 2nd anniv., equal to or greater than the higher of (a) \$14.17 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) \$16.54 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) \$18.90 or (b) the ACP for the period of 90 calendar days ending on the third anniv. of the GD times 1.25.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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