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

SCHEDULE 14D-9
(Rule 14d-101)

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934
(Amendment No. 8)**

RPX Corporation
(Name of Subject Company)

RPX Corporation
(Name of Persons Filing Statement)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

74972G103
(CUSIP Number of Class of Securities)

**Emily T. Gavin
General Counsel
RPX Corporation
One Market Plaza, Suite 1100
San Francisco, California 94105
(866) 779-7641**

(Name, address, and telephone numbers of person authorized to receive notices and communications
on behalf of the persons filing statement)

Copies to

**Leif B. King
Skadden, Arps, Slate, Meagher & Flom LLP
525 University Ave, Suite 1400
Palo Alto, California 94301-1908
(650) 470-4500**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 8 (this “**Amendment**”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed by RPX Corporation, a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**SEC**”) on May 21, 2018 (together with any subsequent amendments and supplements thereto, including this Amendment, the “**Schedule 14D-9**”). The Schedule 14D-9 relates to the cash tender offer by Riptide Purchaser, Inc., a Delaware corporation (“**Purchaser**”) and a wholly owned subsidiary of Riptide Parent, LLC, a Delaware corporation (“**Parent**”) (both Parent and Purchaser are beneficially owned by funds affiliated with HGGC, LLC), to acquire all of the outstanding shares of the Company’s common stock, par value \$0.0001 per share, at a purchase price of \$10.50 per share, net to the seller thereof in cash, subject to reduction for any applicable withholding taxes in respect thereof, without interest (such offer, as it may be amended from time to time, the “**Offer**”). The Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 21, 2018 (as it may be amended or supplemented from time to time, the “**Offer to Purchase**”), and the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “**Letter of Transmittal**”). Copies of the Offer to Purchase and the Letter of Transmittal were filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule 14D-9, respectively, and are incorporated herein by reference.

The information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference, except that such information is hereby amended or supplemented to the extent specifically provided herein. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

ITEM 8. ADDITIONAL INFORMATION.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following section after the last paragraph:

Expiration of Offering Period

The Offer and withdrawal rights expired at one minute after 11:59 p.m. (New York City time) on June 18, 2018. The Offer was not extended. Computershare Trust Company, N.A., in its capacity as the depository for the Offer (the “**Depository**”), has indicated that, as of the expiration of the Offer, a total of 34,330,652 Company Shares were validly tendered into and not validly withdrawn from the Offer (excluding Company Shares with respect to which Notices of Guaranteed Delivery were delivered but for which Company Shares were not yet delivered), representing approximately 68 percent of the Company Shares issued and outstanding as of the expiration of the Offer that were validly tendered and not validly withdrawn pursuant to the Offer. The number of Company Shares validly tendered and not validly withdrawn pursuant to the Offer (excluding Company Shares tendered pursuant to guaranteed delivery procedures that have not yet been “received” (within the meaning of Section 251(h)(6) of the DGCL) by the Depository in the Offer), when added to the 1,594,500 Company Shares already owned by Parent, Purchaser or their respective affiliates, satisfies the Minimum Tender Condition. As the Minimum Tender Condition and each of the other conditions of the Offer has been satisfied (or validly waived), Purchaser has accepted for payment all Company Shares that were validly tendered and not validly withdrawn pursuant to the Offer.

As a result of its acceptance of the shares of Common Stock tendered in the Offer, Purchaser acquired sufficient shares of Common Stock so that, pursuant to Section 251(h) of the DGCL, the Merger can close without the affirmative vote of the stockholders of the Company. As soon as practicable following the successful completion of the Offer, and in accordance with the DGCL, Purchaser will merge with and into the Company and the Company will continue as the surviving corporation in the Merger and a wholly owned subsidiary of Parent. At the Effective Time, each Company Share not purchased pursuant to the Offer (other than Company Shares held by Parent, Purchaser or the Company (as treasury stock), any wholly owned subsidiary of Parent or the Company, or by any stockholder of the Company who is entitled to and properly demands and perfects appraisal of such Company Shares pursuant to, and complies in all respects with, the applicable provisions of Delaware law) will be cancelled and converted into the right to receive an amount equal to the Per Share Merger Consideration, (without interest and subject to any taxes required to be withheld under applicable law). As a result of the Merger, the Company will cease to be a publicly traded company and the Company Shares will no longer be listed on the NASDAQ.

On June 19, 2018, the Company and HGGC issued a joint press release announcing the expiration and results of the Offer and the expected consummation of the Merger. A copy of this joint press release is filed as Exhibit (a)(5)(J).

ITEM 9. EXHIBITS.

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

Exhibit No. **Description**

(a)(5)(J) Joint Press Release issued by RPX Corporation and HGGC, LLC on June 19, 2018.

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

RPX CORPORATION

By: /s/ Martin Roberts
Martin Roberts
Chief Executive Officer

Dated: June 19, 2018

HGGC Successfully Completes Tender Offer for Outstanding Shares of RPX

SAN FRANCISCO and PALO ALTO, Calif., June 19, 2018—RPX Corporation (NASDAQ: RPXC) (“RPX”) and HGGC, LLC (“HGGC”) today announced that HGGC’s affiliate, Riptide Purchaser, Inc. (“Purchaser”), has successfully completed the previously announced tender offer (the “Offer”) to acquire all outstanding shares of RPX’s common stock at a purchase price of \$10.50 per share, net to the seller in cash, subject to reduction for any applicable withholding taxes in respect thereof, without interest.

The Offer expired as scheduled at one minute after 11:59 p.m., New York City time, on June 18, 2018. As of the expiration of the Offer, 34,330,652 shares of common stock of RPX were validly tendered into and not validly withdrawn from the Offer (not including 910,497 shares tendered pursuant to notices of guaranteed delivery), representing approximately 68% of RPX’s outstanding shares. The condition to the Offer that a number of shares that, when added to the shares already owned by Purchaser and Riptide Parent, LLC (“Parent”) or their respective affiliates, represents in the aggregate at least one share more than 50% of the then-outstanding shares of RPX’s common stock (including shares underlying certain stock options) be validly tendered and received and not validly withdrawn prior to the expiration of the Offer was satisfied, and, accordingly, all shares that were validly tendered and not validly withdrawn prior to the expiration of the Offer were accepted for payment. Parent is promptly paying for all such tendered shares in accordance with the terms of the Offer.

As a result of its acceptance of the shares tendered in the Offer, HGGC has acquired a sufficient number of shares of RPX’s common stock to close the merger of Purchaser with and into RPX, without the affirmative vote of RPX’s other stockholders, pursuant to Section 251(h) of the Delaware General Corporation Law. The merger is expected to be completed today.

“We are pleased with this result, and we are excited to partner with the RPX management team,” said Rich Lawson, HGGC CEO and Co-Founder. “We look forward to being part of RPX’s future and helping the RPX team continue to serve the best interests of its growing client network.”

“We are confident that by leveraging the experience and resources of HGGC, we will help RPX achieve its next phase of growth and strengthen its leadership position in patent risk and discovery management services,” said Steven Leistner, HGGC Principal.

“HGGC’s commitment to our vision, combined with its strong financial support, allows us to invest in opportunities that serve the needs of our clients for the long-term, while continuing to provide the innovative services on which our clients rely,” said Marty Roberts, Chief Executive Officer and President of RPX. “We look forward to working alongside HGGC to achieve the goals of both RPX and Inventus.”

Upon the completion of the merger, RPX will become a wholly owned subsidiary of Parent and a wholly owned portfolio company of HGGC. Each outstanding share of RPX’s common stock that was not validly tendered in the Offer (other than shares owned by Purchaser, Parent, RPX (as treasury stock), any wholly owned subsidiary of Parent or RPX, or by any stockholder of RPX who is entitled to and properly demands and perfects appraisal of such shares pursuant to, and complies in all respects with, the applicable provisions of Delaware law) will be cancelled and converted into the right to receive an amount in cash equal to the same \$10.50 offer price per share

net to the seller, subject to reduction for any applicable withholding taxes in respect thereof, without interest. In addition, the parties anticipate that the common stock of RPX will cease to be traded on the NASDAQ at the close of market on June 19, 2018, following the completion of the merger, unless the merger is completed prior to the NASDAQ opening today, in which case the stock will not trade today. A notice of delisting with respect to shares of RPX is expected to be filed promptly by the NASDAQ.

About RPX

RPX (NASDAQ: RPXC) is the leading provider of patent risk and discovery management solutions. Since its founding in 2008, RPX has introduced efficiency to the patent market by providing a rational alternative to litigation. The San Francisco-based company's pioneering approach combines principal capital, deep patent expertise, and client contributions to generate enhanced patent buying power. By acquiring patents and patent rights, RPX helps to mitigate and manage patent risk for its growing client network.

As of March 31, 2018, RPX had invested over \$2.4 billion to acquire more than 26,000 US and international patent assets and rights on behalf approximately 320 clients in eight key sectors: automotive, consumer electronics and PCs, E-commerce and software, financial services, media content and distribution, mobile communications and devices, networking, and semiconductors.

RPX subsidiary Inventus is a leading international discovery management provider focused on reducing the costs and risks associated with the discovery process through the effective use of technology solutions. Inventus has been providing litigation support services to corporate legal departments, law firms and government agencies since 1991.

About HGGC

HGGC is a leading middle-market private equity firm with \$4.3 billion in cumulative capital commitments. Based in Palo Alto, Calif., HGGC is distinguished by its "Advantaged Investing" approach that enables the firm to source and acquire scalable businesses at attractive multiples through partnerships with management teams, founders and sponsors who reinvest alongside HGGC, creating a strong alignment of interests. Over its history, HGGC has completed over 90 platform investments, add-on acquisitions, recapitalizations and liquidity events with an aggregate transaction value of more than \$17 billion. More information is available at www.hggc.com.

Forward-Looking Statements

This press release contains forward-looking statements. When used in this press release, the words “can,” “will,” “believes,” “intends,” “expects,” “is expected,” similar expressions and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. These forward-looking statements include statements regarding acquisition benefits to HGGC, the expected consummation of the merger, the expected delisting of RPX shares from the NASDAQ and the other risk factors set forth from time to time in RPX’s most recent Annual Report on Form 10-K, RPX’s most recent Quarterly Report on Form 10-Q and RPX’s other filings with the SEC, copies of which are available free of charge at the SEC’s website at www.sec.gov or upon request from RPX’s investor relations department. Such statements are based on a number of assumptions that could ultimately prove inaccurate, and are subject to a number of risks. RPX does not assume any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, unless required by law.

Contacts**For RPX:**

Investor Contact:
JoAnn Home
Market Street Partners
415-445-3233
ir@rpxcorp.com

Media Contact:
Jen Costa
RPX Corporation
415-852-3180
media@rpxcorp.com

For HGGC:

Gabriel Ross Stanton
646-502-3576
Gross@StantonPRM.com