
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**

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

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)

With copies to:

Leif King

Skadden, Arps, Slate, Meagher & Flom LLP

525 University Avenue, 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 Schedule 14D-9 filing relates solely to preliminary communications made before the commencement of a planned tender offer (the “Offer”) by Riptide Purchaser, Inc. (“Purchaser”), a wholly owned subsidiary of Riptide Parent, LLC, (“Parent”), for all of the outstanding shares of common stock, par value \$0.0001 per share (the “RPX Shares”), of RPX Corporation (“RPX”), to be commenced pursuant to the Agreement and Plan of Merger, dated as of April 30, 2018, by and among Parent, Purchaser and RPX (the “Merger Agreement”). Purchaser and Parent are beneficially owned by affiliates of HGGC, LLC. If successful, the Offer will be followed by a merger of Purchaser with and into RPX (the “Merger”).

- Exhibit A: E-mail from Martin Roberts, Chief Executive Officer of RPX, sent to RPX Employees
- Exhibit B: Form of E-mail sent to RPX Clients
- Exhibit C: Form of E-mail sent to Inventus Clients
- Exhibit D: Talking Points for RPX Client-Facing Employees
- Exhibit E: Talking Points for Inventus Client-Facing Employees
- Exhibit F: FAQ for RPX Client-Facing Employees
- Exhibit G: FAQ for Inventus Client-Facing Employees

Important Additional Information

The Offer has not yet commenced. This communication, the attached exhibits and the description contained in this filing is neither a recommendation, an offer to purchase nor a solicitation of an offer to sell any securities. The solicitation and the offer to buy the RPX Shares will be made pursuant to an offer to purchase and related materials that Purchaser and Parent intend to file with the Securities and Exchange Commission (the “SEC”). At the time the Offer is commenced, Purchaser will file a Tender Offer Statement on Schedule TO with the SEC, and thereafter RPX will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the Offer. The Tender Offer Statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the Solicitation/Recommendation Statement will contain important information that should be read carefully and considered before any decision is made with respect to the tender offer. RPX, Purchaser and Parent will file other relevant materials in connection with the proposed acquisition of RPX by Purchaser pursuant to the terms of the Merger Agreement. RPX, Purchaser and Parent intend to mail these documents to the stockholders of RPX. All of the tender offer materials (and all other materials filed by RPX with the SEC) will also be available free of charge from the SEC through its website at www.sec.gov. INVESTORS AND STOCKHOLDERS OF RPX ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, INCLUDING THE SOLICITATION/RECOMMENDATION STATEMENT OF RPX, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE CAREFULLY AND IN THEIR ENTIRETY PRIOR TO MAKING ANY DECISIONS WITH RESPECT TO THE OFFER OR WHETHER TO TENDER THEIR RPX SHARES PURSUANT TO THE OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION (INCLUDING THE TERMS AND CONDITIONS OF THE OFFER) AND THE PARTIES THERETO.

Forward-Looking Statements

Certain statements in this communication are forward-looking statements, including, without limitation, the statements made concerning the pending acquisition of RPX by Parent and Purchaser. In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “aim,” “potential,” “continue,” “ongoing,” “goal,” “can,” “seek,” “target” or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. These statements reflect RPX’s current views concerning future events, including the planned completion of the Offer and the Merger, and are based on a number of assumptions that could ultimately prove inaccurate. As a general matter, forward-looking statements are those focused upon anticipated events or trends, expectations, and beliefs relating to matters that are not historical in nature. Such forward-looking statements are subject to uncertainties and factors relating to RPX’s operations and business environment, all of which are difficult to predict and many of which are beyond the control of RPX. Among others, the following factors could cause actual results to differ materially from those set forth in the forward-looking statements: (i) uncertainties as to the timing of the Offer and the Merger; (ii) uncertainties as to how many RPX stockholders will tender their RPX Shares in the Offer; (iii) the possibility that competing offers will be made; (iv) the possibility that various closing conditions for the transaction may not be satisfied or waived; (v) the risk that the Merger Agreement may be terminated in circumstances requiring RPX to pay a termination fee, (vi) risks related to obtaining the requisite consents to the Offer and the Merger, including, without limitation, the risk that a regulatory approval that may be required for the proposed transaction, including under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Act) and the German Act of Restraints of Competition 1957, as amended (GWB), is delayed, is not obtained, or is obtained subject to conditions that are not anticipated; (vii) the possibility that the transaction may not be timely completed, if at all; (viii) the risk that, prior to the completion of the transaction, if at all, RPX’s business and its relationships with employees, collaborators, vendors and other business partners could experience significant disruption due to transaction-related uncertainty; (ix) the risk that stockholder litigation in connection with the Offer or the Merger may result in significant costs of defense, indemnification and liability; and (x) the risks and uncertainties pertaining to RPX’s business, including those detailed under “Risk Factors” and elsewhere in RPX’s public periodic filings with the SEC, as well as the tender offer materials to be filed by Purchaser and Parent and the Solicitation/Recommendation Statement to be filed by RPX in connection with the Offer. Other factors that could cause actual results to differ materially include those set forth in RPX’s SEC reports, including, without limitation, the risks described in RPX’s Annual Report on Form 10-K for its fiscal year ended December 31, 2017, which is on file with the SEC. The reader is cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement and RPX undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof, except as required by law.

Everyone,

This morning, we announced that RPX has entered into an agreement to be acquired by HGGC, a leading private equity firm, for \$10.50 per share in cash. As you may recall, this follows a comprehensive review of RPX's strategic and financial alternatives that we announced in February. This is big news for our Company, so I'd like to explain how the Board decided on this transaction and what it means for us going forward.

As part of the Board's strategic review, we received and evaluated proposals from a range of potential bidders, as well as considered RPX's prospects as a standalone public company. We concluded that HGGC is the best partner to help RPX achieve our future growth opportunities, while delivering great, certain and immediate value to our stockholders.

For those of you unfamiliar with HGGC, the firm has an excellent track record of partnering with tech-enabled companies to drive long-term value. We believe the added flexibility and long-term stability brought by HGGC will better position our team to execute on our near- and long-term priorities, and most importantly, focus on serving the best interests of our clients.

Today's announcement is a testament to the tremendous value of the RPX and Inventus brands that you have all helped create. RPX stands alone in the breadth of solutions we provide our clients to more efficiently manage their patent risk. Inventus has differentiated itself through its ability to leverage technology to help clients save time and money in discovery. HGGC clearly recognizes the value of both these businesses and will be a great partner for us going forward.

Over the coming months, I will be working with the team at HGGC to close the transaction, which we expect to occur in the second or third quarter of 2018. Importantly, HGGC is fully aligned with RPX's global team on our current strategy in patent risk and discovery management services, and they are committed to maintaining RPX's longstanding policy of never asserting patents. With HGGC's support, our strong leadership and operations teams around the world will work to achieve the Company's goals.

Later today, we will host an all-hands meeting at 10:00 am PT, where I'll be happy to answer any questions you may have. You will receive a separate invitation with further details.

Please remember that today's announcement is the first step in a process that will take months to complete. If you receive any media inquiries, please direct them to Jen Costa. We will continue to update you as we progress toward closing. Until then, it's critical that we all remain committed to our responsibilities and our clients.

Thank you again for your commitment and dedication to RPX and Inventus. I am confident that we have a bright future ahead.

Sincerely,

Marty

Notice to Investors and Security Holders

The tender offer for the outstanding common stock of RPX Corporation ("RPX") related to the acquisition of RPX referred to in this communication has not yet commenced. This communication is neither a recommendation, an offer to purchase nor a solicitation of an offer to sell any securities. The solicitation and the offer to buy the shares of RPX's common stock will be made pursuant to an offer to purchase and related materials that Riptide Parent, LLC ("Parent") and Riptide Purchaser, Inc. ("Purchaser") intend to file with the Securities and Exchange Commission (the "SEC"). At the time

the tender offer is commenced, Purchaser will file a Tender Offer Statement on Schedule TO with the SEC, and thereafter RPX will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. The Tender Offer Statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the Solicitation/Recommendation Statement will contain important information that should be read carefully and considered before any decision is made with respect to the tender offer. RPX, Purchaser and Parent will file other relevant materials in connection with the proposed acquisition of RPX by Purchaser pursuant to the terms of the merger agreement. RPX, Purchaser and Parent intend to mail these documents to the stockholders of RPX. All of the tender offer materials (and all other materials filed by RPX with the SEC) will also be available free of charge from the SEC through its website at www.sec.gov. INVESTORS AND STOCKHOLDERS OF RPX ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, INCLUDING THE SOLICITATION/RECOMMENDATION STATEMENT OF RPX, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE CAREFULLY AND IN THEIR ENTIRETY PRIOR TO MAKING ANY DECISIONS WITH RESPECT TO THE TENDER OFFER OR WHETHER TO TENDER THEIR SHARES OF RPX COMMON STOCK PURSUANT TO THE OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION (INCLUDING THE TERMS AND CONDITIONS OF THE TENDER OFFER) AND THE PARTIES THERETO.

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Dear [Client Name]

Earlier today we announced that RPX has entered into an agreement to be acquired by HGGC, a leading private equity firm, in a transaction that will enable our company to most effectively serve your needs in the years ahead. A copy of the press release announcing this news can be found.

<http://www.rpxcorp.com/rpx-news/rpx-news-releases/rpx-corporation-to-be-acquired-by-hggc/>

In case you're unfamiliar with HGGC, the firm has an excellent track record of investing in and supporting technology-enabled services companies to achieve their goals. They are a big believer in RPX's strategy and see strong potential in RPX going forward.

Importantly, HGGC fully supports RPX's decade-long commitment to never assert patents.

We expect the transaction to be completed in the second or third quarter of 2018, at which time, RPX will become a private company. This will give us added flexibility and resources to build on our position as the leading provider of patent risk management solutions. With HGGC, we will be better positioned to execute on our near- and long-term priorities, and most importantly, focus on serving the best interests of our clients. We will also have the opportunity to invest in additional talent and resources to continue to drive creative, value-added solutions and enhance the high level of service that RPX delivers to its clients.

Above all, we want to assure you that the entire RPX team is fully dedicated to continuing to expand our client network while delivering world class services to enable your continued success.

If you have any questions or concerns, please do not hesitate to get in touch.

Thank you for being a valuable member of our network.

Best,
[NAME]

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Dear [Client Name],

Earlier today we announced that our parent company, RPX, has entered into an agreement to be acquired by HGGC, a leading private equity firm, in a transaction that will enable Inventus to most effectively serve your needs in the years ahead. A copy of the press release announcing this news can be found. <http://www.rpxcorp.com/rpx-news/rpx-news-releases/rpx-corporation-to-be-acquired-by-hggc/>

In case you're unfamiliar with HGGC, the firm has an excellent track record of investing in and supporting technology-enabled services companies to achieve their goals. They are a big believer in Inventus's strategy and see strong potential in RPX and Inventus going forward.

We expect the transaction to be completed in the second or third quarter of 2018, at which time, RPX and along with it Inventus will become a private company. This will give us added flexibility and resources to build on our position as the leading provider of patent risk and discovery management solutions. With HGGC, we will be better positioned to execute on our near- and long-term priorities, and most importantly, focus on serving the best interests of our clients. We will also have the opportunity to invest in additional resources and talent focused on client services and deal-making to enhance our offerings for your benefit.

Above all, we want to assure you that the entire Inventus team is fully dedicated to continuing to expand our eDiscovery offering whilst delivering world class support and services to enable your continued success.

If you have any questions or concerns, please do not hesitate to get in touch.

Thank you for being a valuable member of our network.

Best,
[NAME]

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- Thank you for taking the time to speak with us today.
- Earlier today we announced that RPX has entered into an agreement to be acquired by HGGC in a transaction that will enable our company to most effectively serve your needs in the years ahead.
 - In case you're unfamiliar, HGGC is a leading private equity firm that has an excellent track record of investing in and supporting technology-enabled services companies to achieve their goals.
- They are a big believer in our strategy and see long-term value and potential in RPX going forward.
- Importantly, HGGC fully supports RPX's decade-long commitment to never assert patents.
- We expect the transaction to be completed in the second or third quarter of 2018, after which, RPX will become a private company.
- Transitioning to a private company will give us added flexibility and resources to build on our position as the leading provider of patent risk management solutions.
- Additionally, with the support of HGGC, we will be better positioned to execute on our near- and long-term priorities, and most importantly, focus on serving the best interests of our clients.
- Most importantly, we want to assure you that the entire RPX team continues to be fully dedicated to continuing to expand our client network while delivering world class services to enable your continued success.
- We are happy to discuss any questions or concerns.
- Thank you for your continued support.

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- Thank you for taking the time to speak with us today.
- Earlier today we announced that RPX has entered into an agreement to be acquired by HGGC in a transaction that will enable our company to most effectively serve your needs in the years ahead.
 - In case you're unfamiliar, HGGC is a leading private equity firm that has an excellent track record of investing in and supporting technology-enabled services companies to achieve their goals.
- They are a big believer in our strategy and see long-term value and potential in RPX and Inventus going forward.
- Importantly, HGGC fully supports RPX's decade-long commitment to never assert patents.
- We expect the transaction to be completed in the second or third quarter of 2018, after which, RPX and along with it Inventus will become a private company.
- Transitioning to a private company will give us added flexibility and resources to build on our position as the leading provider of patent risk and discovery management solutions.
- Additionally, with the support of HGGC, we will be better positioned to execute on our near- and long-term priorities, and most importantly, focus on serving the best interests of our clients.
- Above all, we want to assure you that the entire Inventus team is fully dedicated to continuing to expand our eDiscovery offering whilst delivering world class support and services to enable your continued success.
- We are happy to discuss any questions or concerns.
- Thank you for your continued support.

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1) Why did you decide to go private?

- Our Board of Directors conducted a strategic review, including evaluating a sale and continuing to operate as a standalone public company, as well as other strategic and financial alternatives.
- After receiving and reviewing numerous proposals and indications of interest, as well as considering RPX's current operations and future prospects, the Board is entirely confident that this transaction is the best path forward for RPX.
- We believe that not having to meet the short-term expectations that public companies naturally have will allow us to better serve our clients and focus on long-term relationships with you.

2) Are there issues at RPX that I should know about?

- Not at all. We are excited about this transaction because, as a private company with strong financial support, we will gain added flexibility and resources to build on our position as the leading provider of patent risk management solutions.
- Most importantly, we can focus even more sharply on serving the best interests of our clients.

3) Are my patent licenses at risk?

- Your patent licenses are not at risk, and we will continue to operate business as usual.
- HGGC is a big believer in RPX's strategy and sees long-term value and potential in RPX going forward.
- Importantly, HGGC fully supports RPX's decade-long commitment to never assert patents.

4) What changes should I expect as a result of the transaction?

- It will be business as usual.
- The transaction is expected to close in the second or third quarter of 2018, and we'll continue to keep you apprised of any updates.
- We want to assure you that the entire RPX team is fully dedicated to continuing to expand our client network while delivering world class services to enable your continued success.

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- Most importantly, we can focus even more sharply on serving the best interests of our clients.

3) Is Inventus going to sold off or spun out?

- Inventus continues to be a valuable part of RPX and there are no plans in place to divest that business.

4) What changes should I expect as a result of the transaction?

- It will be business as usual.
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