

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
 UNDER
THE SECURITIES ACT OF 1933

RPX CORPORATION
 (Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction of
 incorporation or organization)

26-2990113
 (IRS Employer
 Identification No.)

One Market Plaza
Suite 800
San Francisco, CA 94105
 (Address of Principal Executive Offices) (Zip Code)

RPX Corporation 2011 Equity Incentive Plan
 (Full title of the plan)

Copy to:

John A. Amster
Chief Executive Officer
One Market Plaza
Suite 800
San Francisco, CA 94105
 (Name and address of agent for service)
(866) 779-7641
 (Telephone number, including area code, of agent for service)

Bennett L. Yee, Esq.
Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
1200 Seaport Boulevard
Redwood City, CA 94063
(650) 321-2400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------|---|---|----------------------------|
| Options and Rights to Purchase Common Stock | 2,457,269 | N/A | N/A | N/A |
| Common Stock, \$0.0001 par value | 2,457,269 shares (2) | \$17.56 (3) | \$43,149,644 | \$4,945 |

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "1933 Act"), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the RPX Corporation 2011 Equity Incentive Plan (the "2011 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the outstanding shares of Registrant's Common Stock.
- (2) Represents shares of Common Stock reserved for future issuance under the 2011 Plan.
- (3) Estimated in accordance with Rule 457(c) promulgated under the 1933 Act solely for the purpose of calculating the amount of the registration fee on the basis of the average of the high and low price per share of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on March 22, 2012.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

RPX Corporation (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “SEC”):

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the SEC on March 26, 2012;
- (b) The Registrant’s Current Reports on Form 8-K filed with the SEC on February 13, 2012 and March 14, 2012; and
- (c) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement No. 001-35146 on Form 8-A filed with the SEC on April 18, 2011, pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “1934 Act”), including any amendment or report filed for the purpose of updating such description.

All documents, reports and definitive proxy or information statements filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Registrant’s amended and restated certificate of incorporation contains provisions that eliminate, to the maximum extent permitted by the General Corporation Law of the State of Delaware, the personal liability of the Registrant’s directors and executive officers for monetary damages for breach of their fiduciary duties as directors or officers. The Registrant’s amended and restated certificate of incorporation and bylaws provide that the Registrant must indemnify its directors and executive officers and may indemnify its employees and other agents to the fullest extent permitted by the General Corporation Law of the State of Delaware.

Sections 145 and 102(b)(7) of the General Corporation Law of the State of Delaware provide that a corporation may indemnify any person made a party to an action by reason of the fact that he or she was a director, executive officer, employee or agent of the corporation or is or was serving at the request of a corporation against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of an action by or in right of the corporation, no indemnification may generally be made in respect of any claim as to which such person is adjudged to be liable to the corporation.

The Registrant has entered into indemnification agreements with its directors and executive officers, in addition to the indemnification provided for in its amended and restated certificate of incorporation and bylaws, and intends to enter into indemnification agreements with any new directors and executive officers in the future. In addition, certain of our directors representing investment funds have contractual indemnification rights provided by their investment funds in connection with their service on our board of directors.

The Registrant has purchased and intends to maintain insurance on behalf of any person who is or was a director or officer of the Registrant against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 4.1 | Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 of Registrant's Registration Statement on Form S-1, originally filed with the SEC on January 21, 2011 (File No. 333-171817)). |
| 4.2 | Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 of Registrant's Registration Statement on Form S-1/A, originally filed with the SEC on April 18, 2011 (File No. 333-171817)). |
| 4.3 | Form of Common Stock Certificate evidencing shares of common stock of the Registrant (incorporated by reference to Exhibit 4.2 of Registrant's Registration Statement on Form S-1/A, originally filed with the SEC on April 28, 2011 (File No. 333-171817)). |
| 5.1 | Opinion of Martin E. Roberts, Esq. |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Martin E. Roberts, Esq. is contained in Exhibit 5.1. |
| 24.1 | Power of Attorney. Reference is made to page II-5 of this Registration Statement. |
| 99.1 | RPX Corporation 2011 Equity Incentive Plan (incorporated by reference to Exhibit 10.25 of Registrant's Registration Statement on Form S-1/A, originally filed with the SEC on March 4, 2011 (File No. 333-171817)). |

Item 9. Undertakings

A. The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "1933 Act"); (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that clauses (1) (i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference in this Registration Statement; (2) that for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers or controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 or otherwise, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the 1933 Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the 1933 Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California on this 26th day of March, 2012.

RPX CORPORATION

By: /s/ John A. Amster
John A. Amster
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of RPX Corporation, a Delaware corporation, do hereby constitute and appoint John A. Amster and Martin E. Roberts, and either of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and either one of them, determine may be necessary or advisable or required to enable said corporation to comply with the 1933 Act, and any rules or regulations or requirements of the SEC in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms all that said attorneys and agents, or either one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated. Pursuant to the requirements of the 1933 Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|----------------|
| <u>/s/ John A. Amster</u> John A. Amster | Chief Executive Officer and Director (Principal Executive Officer) | March 26, 2012 |
| <u>/s/ Adam C. Spiegel</u> Adam C. Spiegel | Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | March 26, 2012 |
| <u>/s/ Geoffrey T. Barker</u> Geoffrey T. Barker | Chief Operating Officer and Director | March 26, 2012 |
| <u>/s/ Eran Zur</u> Eran Zur | President and Director | March 26, 2012 |
| <u>/s/ Shelby W. Bonnie</u> Shelby W. Bonnie | Director | March 26, 2012 |
| <u>/s/ Izhar Armony</u> Izhar Armony | Director | March 26, 2012 |
| <u>/s/ Randy Komisar</u> Randy Komisar | Director | March 26, 2012 |

/s/ Sanford R. Robertson

Sanford R. Robertson

Director

March 26, 2012

/s/ Thomas O. Ryder

Thomas O. Ryder

Director

March 26, 2012

/s/ Giuseppe Zocco

Giuseppe Zocco

Director

March 26, 2012

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March 26, 2012

RPX Corporation
One Market Plaza
Steuart Tower
Suite 800
San Francisco, CA 94105

Re: RPX Corporation (the "Company") Registration Statement on Form S-8 for
2,457,269 shares of Common Stock

Ladies and Gentlemen:

I refer to your registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act") in connection with the registration of 2,457,269 shares of Common Stock (the "Shares") issuable under the 2011 Equity Incentive Plan (the "2011 Plan").

As your counsel, I have examined such matters of fact and questions of law as I have deemed necessary in order to render the opinion set forth herein. In connection with my opinion expressed below, I have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by me to be responsible. I express no opinion as to matters governed by any laws other than the laws of the Delaware General Corporation Law and the federal laws of the United States.

Based upon and subject to the foregoing, I advise you that, in my opinion, when the Shares have been issued and sold pursuant to the applicable provisions of the 2011 Plan, and in accordance with the Registration Statement on Form S-8, such Shares will be validly issued, fully paid and nonassessable shares of the Company's Common Stock.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Martin E. Roberts

Martin E. Roberts, Esq.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 26, 2012 relating to the consolidated financial statements, which appears in RPX Corporation's Annual Report on Form 10-K for the year ended December 31, 2011.

/s/ PricewaterhouseCoopers LLP

San Jose, California
March 26, 2012