

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
Amendment No. 2**

RPX CORPORATION

(Name of Subject Company (Issuer))

**RIPTIDE PARENT, LLC
RIPTIDE PURCHASER, INC.**
(Name of Filing Persons (Offerors))

**HGGC FUND II, L.P.
HGGC FUND II-A, L.P.
HGGC FUND II-B, L.P.
HGGC FUND II-C, L.P.
HGGC FUND II-D, L.P.
HGGC ASSOCIATES II, L.P.
HGGC AFFILIATE INVESTORS II, L.P.
HGGC FUND III, L.P.
HGGC FUND III-A, L.P.
HGGC AFFILIATE INVESTORS III, L.P.
HGGC ASSOCIATES III, L.P.**
(Name of Filing Persons (Others))

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE
(Title of Class of Securities)

74972G103
(CUSIP Number of Class of Securities)

**Jade Bollinger
Riptide Parent, LLC
c/o HGGC LLC
1950 University Avenue, Suite 350
Palo Alto, CA 94303
(650) 618-4984**

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

Copies to:

**Joshua M. Zachariah
Joseph K. Halloum
Kirkland & Ellis LLP
555 California Street
San Francisco, CA 94104
(415) 439-1400**

CALCULATION OF FILING FEE

Transaction Valuation(1)	Amount of Filing Fee(2)
\$554,185,996	\$68,996.16

- (1) Calculated solely for purposes of determining the filing fee. The calculation assumes the purchase of 49,933,908 shares of voting common stock, par value \$0.0001 per share, at an offer price of \$10.50 per share. The transaction value also includes (i) 320,065 shares issuable pursuant to outstanding stock option grants with a weighted average exercise price of less than \$10.50 per share, which is calculated by (x) multiplying the number of shares underlying such options at each exercise price therefor by an amount equal to \$10.50 minus such exercise price and (y) dividing such product by the offer price of \$10.50 per share, (ii) 2,578,825 Company Shares were issuable pursuant to outstanding Company restricted stock units, multiplied by the offer price of \$10.50 per share, and (iii) 165,198 shares issuable pursuant to outstanding Company performance stock units assuming achievement at target levels, multiplied by the offer price of \$10.50. The calculation of the filing fee is based on information provided by RPX Corporation as of the close of business on April 30, 2018.
- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for fiscal year 2018, issued August 24, 2017, by multiplying the transaction value by 0.0001245.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$68,996.16
Form of Registration No.: Schedule TO

Filing Party: HGGC Fund II, L.P.
Date Filed: May 21, 2018

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
 Issuer tender offer subject to Rule 13e-4.
 Going-private transaction subject to Rule 13e-3.
 Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 2 (this "Amendment") to the Tender Offer Statement on Schedule TO (together with this Amendment and any other amendments and supplements hereto, this "Schedule TO") is being filed by (i) Riptide Parent, LLC, a Delaware limited liability company ("Parent"), (ii) Riptide Purchaser, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Purchaser"), (iii) HGGC Fund II, L.P., a Cayman Islands exempted limited partnership ("Fund II"), (iv) HGGC Fund II-A, L.P., a Cayman Islands exempted limited partnership ("Fund II-A"), (v) HGGC Fund II-B, L.P., a Delaware limited partnership ("Fund II-B"), (ix) HGGC Fund II-C, L.P., a Delaware limited partnership ("Fund II-C"), (vi) HGGC Fund II-D, L.P., a Delaware limited partnership ("Fund II-D"), (vii) HGGC Affiliate Investors II, L.P., a Cayman Islands exempted limited partnership ("Fund II Affiliate Investors"), (viii) HGGC Associates II, L.P., a Cayman Islands exempted limited partnership ("Fund II Associates", and together with Fund II, Fund II-A, Fund II-B, Fund II-C, Fund II-D and Fund II Affiliate Investors, the "Fund II Investors"), (ix) HGGC Fund III, L.P., a Cayman Islands exempted limited partnership ("Fund III"), (x) HGGC Fund III-A, L.P., a Cayman Islands exempted limited partnership ("Fund III-A"), (xi) HGGC Affiliate Investors III, L.P., a Cayman Islands exempted limited partnership ("Fund III Affiliate Investors"), and (xii) HGGC Associates III, L.P., a Cayman Islands exempted limited partnership ("Fund III Associates", and together with Fund III, Fund III-A and Fund III Affiliate Investors, the "Fund III Investors", and the Fund III Investors together with the Fund II Investors, the "Investors". The Investors are each affiliates of Parent and Purchaser. The Schedule TO relates to the tender offer for all of the outstanding shares of common stock, par value \$0.0001 per share (the "Company Shares") of RPX Corporation, a Delaware corporation (the "Company"), at a price of \$10.50 per Company Share, net to the seller in cash, subject to reduction for any applicable withholding taxes in respect thereof, without interest (the "Offer Price"), upon the terms and conditions set forth in the offer to purchase, dated May 21, 2018 (the "Offer to Purchase"), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related letter of transmittal (the "Letter of Transmittal"), a copy of which is attached as Exhibit (a)(1)(B) to the Schedule TO, which, together with any amendments or supplements, collectively constitute the "Offer."

Except as otherwise indicated in this Amendment, the information set forth in the Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

All the information set forth in the Offer to Purchase is incorporated by reference herein in response to Items 1 through 9 and Item 11 in the Schedule TO, and is supplemented by the information specifically provided in the Schedule TO.

Item 11. Additional Information.

The disclosure set forth in Section 16 "Certain Legal Matters; Regulatory Approvals" of the Offer to Purchase is hereby amended and supplemented by replacing the fourth paragraph of the subsection titled "Antitrust Compliance" with the following paragraph:

"Additionally, under the German Act against Restraints of Competition of 1957, as amended, the acquisition of Company Shares in the Offer and the Merger may not be completed until the Federal Cartel Office ("FCO") has cleared the transaction or the waiting period of one (1) month after submission of a complete notification has expired without the FCO having prohibited the transaction. Parent and the Company filed the required premerger filing with the FCO on May 8, 2018. On May 29, 2018, Parent received notice that the FCO granted the German Merger Control clearance. Accordingly, the German Merger Control Clearance Condition has been satisfied. The joint press release announcing the receipt of such clearance from the FCO is attached hereto as Exhibit (a)(5)(C)."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(C)	Joint Press Release issued by the Company and HGGC, LLC on May 30, 2018.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RIPTIDE PURCHASER, INC.

By /s/ Jeremiah Jewkes
Name: Jeremiah Jewkes
Title: Vice President and Treasurer
Date: May 30, 2018

RIPTIDE PARENT, LLC

By /s/ Jeremiah Jewkes
Name: Jeremiah Jewkes
Title: Vice President and Treasurer
Date: May 30, 2018

HGGC FUND II, L.P.,

By: HGGC Fund II GP, L.P.
Its: General Partner

By: HGGC Fund II GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC FUND II-A, L.P.,

By: HGGC Fund II GP, L.P.
Its: General Partner

By: HGGC Fund II GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC FUND II-B, L.P.,

By: HGGC Fund II GP, L.P.
Its: General Partner

By: HGGC Fund II GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC FUND II-C, L.P.,

By: HGGC Fund II GP, L.P.
Its: General Partner

By: HGGC Fund II GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC FUND II-D, L.P.,

By: HGGC Fund II GP, L.P.
Its: General Partner

By: HGGC Fund II GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC AFFILIATE INVESTORS II, L.P.

By: HGGC Fund II GP, L.P.
Its: General Partner

By: HGGC Fund II GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC ASSOCIATES II, L.P.

By: HGGC Fund II GP, L.P.
Its: General Partner

By: HGGC Fund II GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC FUND III, L.P.

By: HGGC FUND III GP, L.P.
Its: General Partner

By: HGGC Fund III GP, L.P.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC FUND III-A, L.P.

By: HGGC FUND III GP, L.P.
Its: General Partner

By: HGGC Fund III GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC AFFILIATE INVESTORS III, L.P.

By: HGGC FUND III GP, L.P.
Its: General Partner

By: HGGC Fund III GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

HGGC ASSOCIATES III, L.P.

By: HGGC FUND III GP, L.P.
Its: General Partner

By: HGGC Fund III GP, Ltd.
Its: General Partner

By: /s/ Richard F. Lawson, Jr.
Name: Richard F. Lawson, Jr.
Title: Director
Date: May 30, 2018

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated May 21, 2018.*
(a)(1)(B)	Form of Letter of Transmittal.*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Summary Advertisement as published in the Wall Street Journal on May 21, 2018.*
(a)(5)(A)	Joint Press Release issued by the Company and HGGC, LLC on May 1, 2018 (incorporated by reference to Exhibit 99.1 to Current Report on Form 8-K of the Company filed with the Securities and Exchange Commission on May 1, 2018).*
(a)(5)(B)	Joint Press Release issued by the Company and HGGC, LLC on May 21, 2018.*
(a)(5)(C)	Joint Press Release issued by the Company and HGGC, LLC on May 30, 2018.
(b)(1)	Amended and Restated Debt Commitment Letter, dated May 18, 2018, from Jefferies Finance LLC to Riptide Purchaser, Inc.*
(d)(1)	Agreement and Plan of Merger, dated as of April 30, 2018, by and among RPX Corporation, Riptide Purchaser, Inc. and Riptide Parent, LLC (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on May 1, 2018).*
(d)(2)	Confidentiality Agreement, dated January 9, 2018, between RPX Corporation and HGGC, LLC.*
(d)(3)	Exclusivity Agreement Letter, dated April 26, 2018, from HGGC, LLC to RPX Corporation. *
(d)(4)	Limited Guarantee, dated as of April 30, 2018, by each of the Fund II Investors in favor of RPX Corporation.*
(d)(5)	Equity Commitment Letter, dated as of April 30, 2018, from each of the Fund II Investors to Riptide Parent, LLC.*
(g)	None.
(h)	None.

* Previously filed.

RPX and HGGC Receive US and German Antitrust Clearances

SAN FRANCISCO and PALO ALTO, Calif., May 30, 2018 — RPX Corporation (NASDAQ: RPXC) (“RPX”) and HGGC, LLC (“HGGC”) today announced that they have received clearance from the German Federal Cartel Office in connection with the previously-announced tender offer by HGGC’s affiliate, Riptide Purchaser, Inc., to purchase 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.

As previously disclosed, on May 21, 2018, the United States Federal Trade Commission granted early termination of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended.

Riptide Purchaser, Inc. commenced the tender offer on May 21, 2018. The tender offer and withdrawal rights are scheduled to expire at one minute after 11:59 p.m., New York City time, on June 18, 2018, unless extended or earlier terminated in accordance with the terms of the merger agreement by and among RPX, Riptide Purchaser, Inc. and Riptide Parent, LLC. The transaction remains subject to a minimum tender condition and other closing conditions described in the Schedule TO filed on May 21, 2018, as amended, by Riptide Purchaser, Inc. and in the Schedule 14D-9 filed on May 21, 2018, as amended, by RPX and is expected to close in the second quarter of 2018.

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.

Notice to Investors

This press release is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell shares of RPX’s common stock or any other securities.

The solicitation and the offer to purchase shares of RPX’s common stock described in this press release has been made only pursuant to the offer to purchase, letter of transmittal and related materials that HGGC has filed on Schedule TO with the SEC, in each case, as amended from time to time. In addition, RPX has filed its recommendation of the tender offer on Schedule 14D-9 with the SEC. Additionally, RPX and HGGC have filed and will file other relevant materials in connection with the proposed acquisition of RPX by HGGC pursuant to the terms of the merger agreement. **INVESTORS AND STOCKHOLDERS OF RPX ARE ADVISED TO READ THE SCHEDULE TO (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE CAREFULLY AND IN THEIR ENTIRETY PRIOR TO MAKING ANY DECISION WITH RESPECT TO TENDERING THEIR SHARES IN THE TENDER OFFER, BECAUSE THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.**

Investors and stockholders may obtain free copies of the Schedule TO and Schedule 14D-9, as each may be amended or supplemented from time to time, and other documents filed by the parties (when available), at the SEC’s web site at <https://www.sec.gov>, and from the information agent named in the tender offer materials. Investors may also obtain, at no charge, any such documents filed with or furnished to the SEC by RPX under the investor relations section of RPX’s website at <https://www.rpxcorp.com/>.

Forward-Looking Statements

Certain statements in this press release are forward-looking statements, including, without limitation, the statements made with respect to the tender offer and related transactions, including the benefits expected from the acquisition and the expected timing of the completion of the transaction. 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 current views concerning future events, including the planned completion of the tender 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 tender offer and the merger; (ii) uncertainties as to how many RPX stockholders will tender their shares of RPX common stock in the tender 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 tender offer and the merger 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 tender 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 filed by Purchaser and the Solicitation/Recommendation Statement filed by RPX in connection with the tender 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, as amended, and in RPX’s Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2018, each of which is on file with the SEC, and in any subsequent periodic reports of RPX. 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.

Contacts

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