SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

SEGAL NED D.	2. Date of Event Requiring Stater (Month/Day/Yea 05/13/2013	ment	3. Issuer Name and Ticker or Trading Symbol <u>RPX Corp</u> [ RPXC ]					
(Last) (First) (Middle) C/O RPX CORPORATION ONE MARKET PLAZA, STEUART TOWER STE. 800 (Street) SAN FRANCISCO CA 94105			4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) Chief Financial Offi	10% Owne Other (spec below)	r cify 6. Inc Appli	<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person Form filed by More than One Reporting Person</li> </ul>		
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4) or Indirect ( (Instr. 5)		(D) (Instr. 5)			
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Employee Stock Option (right to buy)	(1)	04/24/2023	Common Stock	100,000	13.26	D		
Restricted Stock Units	(2)	(2)	Common Stock	300,000	0.0	D		
Performance Units	(3)	(3)	Common Stock	50,000	0.0	D		

## Explanation of Responses

1. The vesting schedule of the option is as follows: 1/4th of the shares subject to the option vest on April 24, 2014, and 1/48th of the shares subject to the option vest when the Reporting Person completes each month of continuous service thereafter.

2. 25% of the stock units subject to the award will vest on May 20, 2014 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.

3. 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 \$15.90 (ii) on the 2nd anniv., equal to or greater than the higher of (a) \$19.08 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) \$22.26 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) \$25.44 or (b) the ACP for the period of 90 calendar days ending on the third anniv. of the GD times 1.25.

Remarks:

05/20/2013

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Martin Roberts, Attorney-in-Fact for Ned Segal