

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number: 000-22339

RAMBUS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

4453 North First Street

Suite 100

San Jose, California

(Address of principal executive offices)

94-3112828

(I.R.S. Employer Identification No.)

95134

(ZIP Code)

Registrant's telephone number, including area code:

(408) 462-8000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$0.001 Par Value	RMBS	The Nasdaq Stock Market LLC (The Nasdaq Global Select Market)

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's Common Stock, par value \$0.001 per share, was 106,575,437 as of September 30, 2024.

RAMBUS INC.
TABLE OF CONTENTS

	PAGE
<u>Note Regarding Forward-Looking Statements</u>	<u>3</u>
<u>PART I. FINANCIAL INFORMATION</u>	<u>5</u>
<u>Item 1. Financial Statements (Unaudited):</u>	<u>5</u>
<u>Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023</u>	<u>5</u>
<u>Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023</u>	<u>6</u>
<u>Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2024 and 2023</u>	<u>7</u>
<u>Condensed Consolidated Statements of Stockholders' Equity for the three and nine months ended September 30, 2024 and 2023</u>	<u>8</u>
<u>Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023</u>	<u>8</u>
<u>Notes to Unaudited Condensed Consolidated Financial Statements</u>	<u>9</u>
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>23</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>34</u>
<u>Item 4. Controls and Procedures</u>	<u>35</u>
<u>PART II. OTHER INFORMATION</u>	<u>36</u>
<u>Item 1. Legal Proceedings</u>	<u>36</u>
<u>Item 1A. Risk Factors</u>	<u>36</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>57</u>
<u>Item 3. Defaults Upon Senior Securities</u>	<u>57</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>58</u>
<u>Item 5. Other Information</u>	<u>58</u>
<u>Item 6. Exhibits</u>	<u>58</u>
<u>Signature</u>	<u>59</u>

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (“Quarterly Report”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements include, without limitation, predictions regarding the following aspects of our future:

- Success in the markets of our products and services or our customers’ products;
- Sources of competition;
- Research and development costs and improvements in technology;
- Sources, amounts and concentration of revenue, including royalties;
- Success in signing and renewing customer agreements, including license agreements;
- The timing of completing engineering deliverables and the changes to work required;
- Success in obtaining new technology development contracts booked in the future;
- Success in adding and maintaining new customers;
- Success in obtaining orders from our customers, and our ability to accurately anticipate and meet our customers’ demands;
- Success in entering and growth in new markets;
- Levels of variation in our customers’ shipment volumes, sales prices and product mix;
- Variation in contract and other revenue, based on varying revenue recognized from contract and other revenue;
- Implications of short-term or long-term increases in our research and development expenses;
- Short-term increases in cost of product revenue;
- Variation in our sales, general and administrative expenses;
- Terms of our licenses and amounts owed under license agreements;
- Technology product development;
- Perceived or actual changes in the quality of our products;
- Dispositions, acquisitions, mergers or strategic transactions and our related integration efforts;
- Impairment of goodwill and long-lived assets;
- Pricing policies of our customers;
- Changes in our strategy and business model, including the expansion of our portfolio of inventions, products, software, services and solutions to address additional markets in memory, chip and security;
- Deterioration of financial health of commercial counterparties and their ability to meet their obligations to us;
- Effects of security breaches or failures in our or our customers’ products and services on our business;
- Engineering, sales, legal, advertising, marketing, general and administration, and other expenses;
- Contract revenue;
- Operating results;
- Continued product revenue growth, specifically in connection with the growth in sales of our memory interface chips;
- International licenses, operations and expansion;
- Effects of changes in the economy and credit market on our industry and business;
- Effects of natural disasters, climate change and extreme weather events on our supply chain;
- Ability to identify, attract, motivate and retain qualified personnel;
- Effects of government regulations on our industry and business;
- Manufacturing, shipping and supply partners, supply chain availability and/or sale and distribution channels;
- Growth in our business;
- Methods, estimates and judgments in accounting policies;
- Adoption of new accounting pronouncements;

- Effective tax rates, including as a result of recent U.S. tax legislation;
- Restructurings and plans of termination;
- Realization of deferred tax assets/release of deferred tax valuation allowance;
- Trading price of our common stock;
- Internal control environment;
- Protection of intellectual property (“IP”);
- Any changes in laws, agency actions and judicial rulings that may impact the ability to enforce our IP rights;
- Indemnification and technical support obligations;
- Equity repurchase programs;
- Issuances of debt or equity securities, which could involve restrictive covenants or be dilutive to our existing stockholders;
- Effects of fluctuations in interest rates and currency exchange rates;
- Effects of a varying rate of inflation;
- Effects of U.S. government restrictions on exports, including with China;
- Effects of current and future uncertainty in the worldwide economy, including major central bank policies and worldwide changes in credit markets;
- Effects of changes in macroeconomic conditions, increased risk of recession and geopolitical issues;
- Management of supply chain risks; and
- Outcome and effect of potential future IP litigation and other significant litigation.

You can identify these and other forward-looking statements by the use of words such as “may,” “future,” “shall,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “intends,” “potential,” “continue,” “projecting” or the negative of such terms, or other comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under Part II, Item 1A, “Risk Factors.” All forward-looking statements included in this document are based on our assessment of information available to us at this time. We assume no obligation to update any forward-looking statements.

PART I—FINANCIAL INFORMATION
Item 1. Financial Statements

RAMBUS INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In thousands, except shares and par value)	September 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 113,980	\$ 94,767
Marketable securities	318,717	331,077
Accounts receivable	87,198	82,925
Unbilled receivables	30,778	50,872
Inventories	48,905	36,154
Prepays and other current assets	12,435	34,850
Total current assets	<u>612,013</u>	<u>630,645</u>
Intangible assets, net	19,389	28,769
Goodwill	286,812	286,812
Property, plant and equipment, net	73,374	67,808
Operating lease right-of-use assets	21,039	21,497
Deferred tax assets	129,348	127,892
Income taxes receivable	104,270	88,768
Other assets	5,325	6,036
Total assets	<u>\$ 1,251,570</u>	<u>\$ 1,258,227</u>
LIABILITIES & STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 20,365	\$ 18,074
Accrued salaries and benefits	13,966	17,504
Deferred revenue	18,404	17,393
Income taxes payable	1,114	5,099
Operating lease liabilities	5,397	4,453
Other current liabilities	14,881	26,598
Total current liabilities	<u>74,127</u>	<u>89,121</u>
Long-term operating lease liabilities	24,794	26,255
Long-term income taxes payable	101,350	78,947
Other long-term liabilities	12,314	25,803
Total liabilities	<u>212,585</u>	<u>220,126</u>
Commitments and contingencies (Notes 9, 11 and 15)		
Stockholders' equity:		
Convertible preferred stock, \$0.001 par value:		
Authorized: 5,000,000 shares; issued and outstanding: no shares at September 30, 2024 and December 31, 2023	—	—
Common stock, \$0.001 par value:		
Authorized: 500,000,000 shares; issued and outstanding: 106,575,437 shares at September 30, 2024 and 107,853,778 shares at December 31, 2023	107	108
Additional paid-in capital	1,255,183	1,324,796
Accumulated deficit	(215,862)	(285,534)
Accumulated other comprehensive loss	(443)	(1,269)
Total stockholders' equity	<u>1,038,985</u>	<u>1,038,101</u>
Total liabilities and stockholders' equity	<u>\$ 1,251,570</u>	<u>\$ 1,258,227</u>

Refer to Notes to Unaudited Condensed Consolidated Financial Statements

RAMBUS INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(In thousands, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue:				
Product revenue	\$ 66,394	\$ 52,181	\$ 173,446	\$ 170,934
Royalties	64,105	28,857	167,961	97,698
Contract and other revenue	15,014	24,260	54,115	70,260
Total revenue	<u>145,513</u>	<u>105,298</u>	<u>395,522</u>	<u>338,892</u>
Cost of revenue:				
Cost of product revenue	24,554	19,388	67,381	64,554
Cost of contract and other revenue	752	1,295	2,307	4,280
Amortization of acquired intangible assets	2,796	3,349	8,904	10,472
Total cost of revenue	<u>28,102</u>	<u>24,032</u>	<u>78,592</u>	<u>79,306</u>
Gross profit	<u>117,411</u>	<u>81,266</u>	<u>316,930</u>	<u>259,586</u>
Operating expenses (benefits):				
Research and development	41,299	37,368	119,183	120,842
Sales, general and administrative	25,867	25,333	76,096	82,484
Amortization of acquired intangible assets	94	258	476	1,022
Restructuring and other charges (recoveries)	—	(100)	—	9,394
Gain on divestiture	—	(90,843)	—	(90,843)
Impairment of assets	—	10,045	1,071	10,045
Change in fair value of earn-out liability	(4,544)	(5,666)	(5,044)	8,134
Total operating expenses (benefits)	<u>62,716</u>	<u>(23,605)</u>	<u>191,782</u>	<u>141,078</u>
Operating income	54,695	104,871	125,148	118,508
Interest income and other income (expense), net	4,667	2,715	13,654	7,112
Loss on fair value adjustment of derivatives, net	—	—	—	(240)
Interest expense	(327)	(356)	(1,064)	(1,113)
Interest and other income (expense), net	<u>4,340</u>	<u>2,359</u>	<u>12,590</u>	<u>5,759</u>
Income before income taxes	59,035	107,230	137,738	124,267
Provision for (benefit from) income taxes	10,370	4,032	20,119	(151,092)
Net income	<u>\$ 48,665</u>	<u>\$ 103,198</u>	<u>\$ 117,619</u>	<u>\$ 275,359</u>
Net income per share:				
Basic	<u>\$ 0.45</u>	<u>\$ 0.95</u>	<u>\$ 1.09</u>	<u>\$ 2.54</u>
Diluted	<u>\$ 0.45</u>	<u>\$ 0.93</u>	<u>\$ 1.08</u>	<u>\$ 2.48</u>
Weighted-average shares used in per share calculation:				
Basic	<u>107,235</u>	<u>108,317</u>	<u>107,681</u>	<u>108,412</u>
Diluted	<u>108,474</u>	<u>110,775</u>	<u>109,318</u>	<u>111,179</u>

Refer to Notes to Unaudited Condensed Consolidated Financial Statements

RAMBUS INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income	\$ 48,665	\$ 103,198	\$ 117,619	\$ 275,359
Other comprehensive income (loss):				
Foreign currency translation adjustment	97	(166)	(51)	164
Unrealized gain on marketable securities, net of tax	1,426	827	877	2,431
Total comprehensive income	\$ 50,188	\$ 103,859	\$ 118,445	\$ 277,954

Refer to Notes to Unaudited Condensed Consolidated Financial Statements

RAMBUS INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

For the Three Months Ended September 30, 2024

(In thousands)	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	Amount				
Balances at June 30, 2024	107,680	\$ 108	\$ 1,295,277	\$ (264,527)	\$ (1,966)	\$ 1,028,892
Net income	—	—	—	48,665	—	48,665
Foreign currency translation adjustment	—	—	—	—	97	97
Unrealized gain on marketable securities, net of tax	—	—	—	—	1,426	1,426
Issuance of common stock upon exercise of options, equity stock and employee stock purchase plan, net of withholding taxes	68	—	(1,623)	—	—	(1,623)
Repurchase and retirement of common stock under repurchase program (includes excise tax)	(1,173)	(1)	(50,469)	—	—	(50,470)
Stock-based compensation	—	—	11,998	—	—	11,998
Balances at September 30, 2024	106,575	\$ 107	\$ 1,255,183	\$ (215,862)	\$ (443)	\$ 1,038,985

For the Three Months Ended September 30, 2023

(In thousands)	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	Amount				
Balances at June 30, 2023	109,131	\$ 109	\$ 1,301,013	\$ (352,535)	\$ (3,029)	\$ 945,558
Net income	—	—	—	103,198	—	103,198
Foreign currency translation adjustment	—	—	—	—	(166)	(166)
Unrealized gain on marketable securities, net of tax	—	—	—	—	827	827
Issuance of common stock upon exercise of options, equity stock and employee stock purchase plan, net of withholding taxes	233	—	(3,366)	—	—	(3,366)
Repurchase and retirement of common stock under repurchase program	(1,855)	(1)	(5,781)	(94,742)	—	(100,524)
Stock-based compensation	—	—	10,039	—	—	10,039
Balances at September 30, 2023	107,509	\$ 108	\$ 1,301,905	\$ (344,079)	\$ (2,368)	\$ 955,566

For the Nine Months Ended September 30, 2024

(In thousands)	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	Amount				
Balances at December 31, 2023	107,854	\$ 108	\$ 1,324,796	\$ (285,534)	\$ (1,269)	\$ 1,038,101
Net income	—	—	—	117,619	—	117,619
Foreign currency translation adjustment	—	—	—	—	(51)	(51)
Unrealized gain on marketable securities, net of tax	—	—	—	—	877	877
Issuance of common stock upon exercise of options, equity stock and employee stock purchase plan, net of withholding taxes	932	1	(36,866)	—	—	(36,865)
Repurchase and retirement of common stock under repurchase program (includes excise tax)	(2,211)	(2)	(65,892)	(47,947)	—	(113,841)
Stock-based compensation	—	—	33,145	—	—	33,145
Balances at September 30, 2024	106,575	\$ 107	\$ 1,255,183	\$ (215,862)	\$ (443)	\$ 1,038,985

For the Nine Months Ended September 30, 2023

(In thousands)	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	Amount				
Balances at December 31, 2022	107,610	\$ 108	\$ 1,297,408	\$ (513,256)	\$ (4,963)	\$ 779,297
Net income	—	—	—	275,359	—	275,359
Foreign currency translation adjustment	—	—	—	—	164	164
Unrealized gain on marketable securities, net of tax	—	—	—	—	2,431	2,431
Issuance of common stock upon exercise of options, equity stock and employee stock purchase plan, net of withholding taxes	1,556	1	(30,204)	—	—	(30,203)
Repurchase and retirement of common stock under repurchase program	(1,855)	(1)	(5,781)	(94,742)	—	(100,524)
Stock-based compensation	—	—	34,477	—	—	34,477

Issuance of common stock in connection with the payment of year 1 earn-out related to the PLDA Group (“PLDA”) acquisition	198	—	5,022	—	—	5,022
Issuance of common stock in connection with the maturity of the convertible senior notes related to the settlement of the in-the-money conversion feature of the convertible senior notes	284	—	—	—	—	—
Exercise of the convertible senior note hedges in connection with the conversion of convertible senior notes and retirement of the corresponding shares	(284)	—	11,440	(11,440)	—	—
Retirement of warrants	—	—	(10,457)	—	—	(10,457)
Balances at September 30, 2023	<u>107,509</u>	<u>\$ 108</u>	<u>\$ 1,301,905</u>	<u>\$ (344,079)</u>	<u>\$ (2,368)</u>	<u>\$ 955,566</u>

Refer to Notes to Unaudited Condensed Consolidated Financial Statements

RAMBUS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In thousands)	Nine Months Ended September 30,	
	2024	2023
Cash flows from operating activities:		
Net income	\$ 117,619	\$ 275,359
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock-based compensation	33,145	34,477
Depreciation	23,000	26,608
Amortization of intangible assets	9,380	11,494
Loss on fair value adjustment of derivatives, net	—	240
Impairment of assets	1,071	10,045
Gain on divestiture	—	(90,843)
Deferred income taxes	(2,217)	(147,144)
Change in fair value of earn-out liability	(5,044)	8,134
Other	19	649
Change in operating assets and liabilities, net of effects of disposition:		
Accounts receivable	(4,279)	(10,984)
Unbilled receivables	20,938	81,418
Prepays and other current assets	(1,694)	785
Inventories	(12,751)	(13,715)
Income taxes receivable	(15,502)	(83,423)
Accounts payable	2,295	(7,436)
Accrued salaries and benefits and other liabilities	(9,666)	(7,596)
Income taxes payable	17,890	61,736
Deferred revenue	1,259	(4,783)
Operating lease liabilities	(3,848)	(4,085)
Net cash provided by operating activities	<u>171,615</u>	<u>140,936</u>
Cash flows from investing activities:		
Purchases of property, plant, and equipment	(24,208)	(22,454)
Purchases of marketable securities	(278,158)	(298,289)
Maturities of marketable securities	206,861	127,467
Proceeds from sales of marketable securities	85,722	117,798
Proceeds from divestiture	—	106,347
Proceeds from sale of non-marketable equity security	22,796	—
Net cash provided by investing activities	<u>13,013</u>	<u>30,869</u>
Cash flows from financing activities:		
Proceeds from issuance of common stock under employee stock plans	3,447	6,453
Payments of taxes on restricted stock units	(40,312)	(36,656)
Payments under installment payment arrangements	(12,699)	(11,323)
Payments for settlement and repurchase of convertible senior notes	—	(10,381)
Payments for settlement of warrants	—	(10,697)
Payment of deferred purchase consideration from acquisition	(2,450)	(2,450)
Repurchase and retirement of common stock	(113,312)	(100,325)
Net cash used in financing activities	<u>(165,326)</u>	<u>(165,379)</u>
Effect of exchange rate changes on cash and cash equivalents	(89)	(163)
Net increase in cash and cash equivalents	19,213	6,263
Cash and cash equivalents at beginning of period	94,767	125,694
Cash and cash equivalents at end of period	<u>\$ 113,980</u>	<u>\$ 131,957</u>
Non-cash operating, investing and financing activities:		

Property, plant and equipment received and accrued in accounts payable and other liabilities	\$	1,510	\$	375
Operating lease right-of-use assets obtained in exchange for operating lease obligations	\$	3,331	\$	273
Issuance of common stock in connection with the payment of year 1 earn-out related to the PLDA acquisition	\$	—	\$	5,022

Refer to Notes to Unaudited Condensed Consolidated Financial Statements

RAMBUS INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

The accompanying Unaudited Condensed Consolidated Financial Statements include the accounts of Rambus Inc. (“Rambus” or the “Company”) and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in the accompanying Unaudited Condensed Consolidated Financial Statements.

In the opinion of management, the Unaudited Condensed Consolidated Financial Statements include all adjustments (consisting only of normal recurring items) necessary to state fairly the financial position and results of operations for each interim period presented. Interim results are not necessarily indicative of results for a full year.

Financial Statement Preparation

The Unaudited Condensed Consolidated Financial Statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) applicable to interim financial information. Certain information and note disclosures included in the financial statements prepared in accordance with generally accepted accounting principles (“GAAP”) have been omitted in these interim statements pursuant to such SEC rules and regulations. The information included in this Form 10-Q should be read in conjunction with the consolidated financial statements and notes thereto in Form 10-K for the year ended December 31, 2023.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain prior-year balances were reclassified to conform to the current year’s presentation. None of these reclassifications had an impact on reported net income or cash flows for any of the periods presented.

Significant Accounting Policies

There were no material changes to Rambus’s significant accounting policies disclosed in Note 2, “Summary of Significant Accounting Policies,” of Notes to Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

2. Recent Accounting Pronouncements

Recent Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.” This guidance requires disclosure of incremental segment information on an annual and interim basis, primarily through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker. In addition, this ASU requires that all existing annual disclosures about segment profit or loss must be provided on an interim basis and clarifies that single reportable segment entities are subject to the disclosure requirement under Topic 280 in its entirety. This ASU is effective for annual reporting periods beginning after December 15, 2023, and interim reporting periods within annual reporting periods beginning after December 15, 2024. Early adoption is permitted. The amendments in this ASU should be applied on a retrospective basis. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures.” This guidance requires additional disclosures related to rate reconciliation, income taxes paid and other disclosures. For each annual period presented, public business entities are required to 1) disclose specific categories in the rate reconciliation and 2) provide additional information for reconciling items that meet a quantitative threshold. In addition, this ASU requires all reporting entities to disclose on an annual basis the amount of income taxes paid disaggregated by federal, state and foreign taxes, as well as the amount of income taxes paid disaggregated by individual jurisdictions which meet a quantitative threshold. This ASU is effective for annual reporting periods beginning after December 15, 2024, with early adoption permitted for annual financial statements that have not yet been issued or made available for issuance. The

amendments in this ASU should be applied on a prospective basis, with retrospective application permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements.

3. Revenue Recognition

Contract Balances

The contract assets are primarily related to the Company's fixed fee intellectual property ("IP") licensing arrangements and rights to consideration for performance obligations delivered but not billed as of September 30, 2024.

The Company's contract balances were as follows:

(In thousands)	As of	
	September 30, 2024	December 31, 2023
Unbilled receivables	\$ 34,357	\$ 55,295
Deferred revenue	\$ 19,346	\$ 18,085

During the nine months ended September 30, 2024, the Company recognized \$16.4 million of revenue that was included in deferred revenue as of December 31, 2023. During the nine months ended September 30, 2023, the Company recognized \$19.3 million of revenue that was included in deferred revenue as of December 31, 2022.

Remaining Performance Obligations

Revenue allocated to remaining performance obligations represents the transaction price allocated to the performance obligations that are unsatisfied, or partially unsatisfied, which includes unearned revenue and amounts that will be invoiced and recognized as revenue in future periods. Contracted but unsatisfied performance obligations were approximately \$28.2 million as of September 30, 2024, which the Company primarily expects to recognize over the next 2 years.

4. Earnings Per Share

Basic earnings per share is calculated by dividing the net income by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing the earnings by the weighted-average number of common shares and potentially dilutive securities outstanding during the period. Potentially dilutive common shares consist of incremental common shares issuable upon exercise of stock options, employee stock purchases, and restricted stock and restricted stock units and shares issuable upon the conversion of convertible notes. The dilutive effect of outstanding shares is reflected in diluted earnings per share by application of the treasury stock method, or the if-converted method for the in-the-money conversion feature of the Company's 2023 Notes ("the 2023 Notes"). This method includes consideration of the amounts to be paid by the employees, the amount of excess tax benefits that would be recognized in equity if the instrument was exercised and the amount of unrecognized stock-based compensation related to future services. No potential dilutive common shares are included in the computation of any diluted per share amount when a net loss is reported.

The following table sets forth the computation of basic and diluted net income per share:

(In thousands, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net income per share:				
Numerator:				
Net income	\$ 48,665	\$ 103,198	\$ 117,619	\$ 275,359
Denominator:				
Weighted-average shares outstanding - basic	107,235	108,317	107,681	108,412
Effect of potentially dilutive common shares	1,239	2,458	1,637	2,767
Weighted-average shares outstanding - diluted	108,474	110,775	109,318	111,179
Basic net income per share	\$ 0.45	\$ 0.95	\$ 1.09	\$ 2.54
Diluted net income per share	\$ 0.45	\$ 0.93	\$ 1.08	\$ 2.48

5. Intangible Assets and Goodwill

Goodwill

The following tables present goodwill information for the nine months ended September 30, 2024:

(In thousands)	As of December 31, 2023	Adjustments to Goodwill	As of September 30, 2024
Total goodwill	\$ 286,812	\$ —	\$ 286,812

Intangible Assets, Net

The components of the Company's intangible assets as of September 30, 2024 and December 31, 2023 were as follows:

(In thousands, except useful life)	Useful Life	As of September 30, 2024		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Existing technology	3 to 10 years	\$ 286,712	\$ (274,765)	\$ 11,947
Customer contracts and contractual relationships	0.5 to 10 years	37,496	(37,454)	42
Trademarks	3 years	300	(300)	—
In-process research and development ("IPR&D")	Not applicable	7,400	—	7,400
Total intangible assets		\$ 331,908	\$ (312,519)	\$ 19,389

(In thousands, except useful life)	Useful Life	As of December 31, 2023		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Existing technology	3 to 10 years	\$ 286,712	\$ (265,756)	\$ 20,956
Customer contracts and contractual relationships	0.5 to 10 years	37,496	(37,083)	413
Trademarks	3 years	300	(300)	—
IPR&D	Not applicable	7,400	—	7,400
Total intangible assets		\$ 331,908	\$ (303,139)	\$ 28,769

Amortization expense for intangible assets for the three and nine months ended September 30, 2024 was \$2.9 million and \$9.4 million, respectively. Amortization expense for intangible assets for the three and nine months ended September 30, 2023 was \$3.6 million and \$11.5 million, respectively.

The estimated future amortization of intangible assets as of September 30, 2024 was as follows (in thousands):

Years Ending December 31:	Amount
2024 (remaining three months)	\$ 2,349
2025	5,433
2026	3,744
2027	463
Total amortizable purchased intangible assets	11,989
IPR&D	7,400
Total intangible assets	\$ 19,389

6. Segments and Major Customers

Operating segments are based upon the Company's internal organization structure, the manner in which its operations are managed, the criteria used by its Chief Operating Decision Maker ("CODM") to evaluate segment performance and availability of separate financial information regularly reviewed for resource allocation and performance assessment.

The Company has determined its CODM to be the Chief Executive Officer ("CEO"). The CEO reviews financial information presented on a consolidated basis for purposes of managing the business, allocating resources, making operating decisions and assessing financial performance. On this basis, the Company is organized and operates as a single segment within the semiconductor space. As of September 30, 2024, the Company has a single operating and reportable segment.

Accounts receivable from the Company's major customers representing 10% or more of total accounts receivable at September 30, 2024 and December 31, 2023, respectively, was as follows:

Customer	As of	
	September 30, 2024	December 31, 2023
Customer 1	38 %	49 %
Customer 2	24 %	13 %
Customer 3	*	12 %

* Customer accounted for less than 10% of total accounts receivable in the period.

Revenue from the Company's major customers representing 10% or more of total revenue for the three and nine months ended September 30, 2024 and 2023, respectively, was as follows:

Customer	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Customer A	21 %	29 %	23 %	26 %
Customer B	21 %	25 %	19 %	18 %
Customer C	10 %	*	11 %	*
Customer D	14 %	*	*	*

* Customer accounted for less than 10% of total revenue in the period.

Revenue from customers in the geographic regions based on the location of contracting parties was as follows:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
USA	\$ 46,315	\$ 32,347	\$ 153,915	\$ 131,415
South Korea	56,129	38,228	134,931	100,985
Singapore	21,082	16,325	45,406	42,371
Other	21,987	18,398	61,270	64,121
Total	\$ 145,513	\$ 105,298	\$ 395,522	\$ 338,892

7. Marketable Securities

Rambus invests its excess cash and cash equivalents primarily in U.S. government-sponsored obligations, corporate bonds, commercial paper and notes, time deposits and money market funds that mature within three years.

All cash equivalents and marketable securities are classified as available-for-sale. Total cash, cash equivalents and marketable securities are summarized as follows:

(In thousands)	As of September 30, 2024			
	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses
Cash	\$ 101,110	\$ 101,110	\$ —	\$ —
Cash equivalents:				
Money market funds	6,089	6,089	—	—
Corporate bonds, commercial paper and notes	6,781	6,781	1	(1)
Total cash equivalents	12,870	12,870	1	(1)
Total cash and cash equivalents	113,980	113,980	1	(1)
Marketable securities:				
Time deposits	13,090	13,090	—	—
U.S. Government bonds and notes	180,035	179,639	428	(32)
Corporate bonds, commercial paper and notes	125,592	125,315	287	(10)
Total marketable securities	318,717	318,044	715	(42)
Total cash, cash equivalents and marketable securities	\$ 432,697	\$ 432,024	\$ 716	\$ (43)

(In thousands)	As of December 31, 2023			
	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses
Cash	\$ 88,486	\$ 88,486	\$ —	\$ —
Cash equivalents:				
Money market funds	3,790	3,790	—	—
U.S. Government bonds and notes	2,491	2,491	—	—
Total cash equivalents	6,281	6,281	—	—
Total cash and cash equivalents	94,767	94,767	—	—
Marketable securities:				
U.S. Government bonds and notes	194,428	194,389	251	(212)
Corporate bonds, commercial paper and notes	136,649	136,892	162	(405)
Total marketable securities	331,077	331,281	413	(617)
Total cash, cash equivalents and marketable securities	\$ 425,844	\$ 426,048	\$ 413	\$ (617)

Available-for-sale securities are reported at fair value on the balance sheets and classified along with cash as follows:

(In thousands)	As of	
	September 30, 2024	December 31, 2023
Cash	\$ 101,110	\$ 88,486
Cash equivalents	12,870	6,281
Total cash and cash equivalents	113,980	94,767
Marketable securities	318,717	331,077
Total cash, cash equivalents and marketable securities	\$ 432,697	\$ 425,844

The Company continues to invest in highly rated and highly liquid debt securities. The Company holds all of its marketable securities as available-for-sale, marks them to market, and regularly reviews its portfolio to ensure adherence to its investment policy and to monitor individual investments for risk analysis, proper valuation, and impairment.

The estimated fair value and gross unrealized losses of cash equivalents and marketable securities classified by the length of time that the securities have been in a continuous unrealized loss position at September 30, 2024 and December 31, 2023 are as follows:

(In thousands)	Fair Value		Gross Unrealized Losses	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Less than 12 months				
U.S. Government bonds and notes	\$ 46,746	\$ 32,454	\$ (32)	\$ (53)
Corporate bonds, commercial paper and notes	21,009	46,407	(11)	(40)
Total cash equivalents and marketable securities in a continuous unrealized loss position for less than 12 months	67,755	78,861	(43)	(93)
12 months or greater				
U.S. Government bonds and notes	—	6,841	—	(159)
Corporate bonds, commercial paper and notes	—	16,619	—	(365)
Total marketable securities in a continuous unrealized loss position for 12 months or greater	—	23,460	—	(524)
Total cash equivalents and marketable securities in a continuous unrealized loss position	\$ 67,755	\$ 102,321	\$ (43)	\$ (617)

The gross unrealized losses at September 30, 2024 and December 31, 2023 were not material in relation to the Company's total available-for-sale portfolio. The gross unrealized losses can be primarily attributed to a combination of market conditions as well as the demand for and duration of the U.S. government-sponsored obligations and corporate bonds, commercial paper and notes. The Company reasonably believes that there is no need to sell these investments and that it can recover the amortized cost of these investments. The Company has found no evidence of impairment due to credit losses in its portfolio. Therefore, these unrealized losses were recorded in other comprehensive income (loss). The Company cannot provide any assurance that its portfolio of cash, cash equivalents and marketable securities will not be impacted by adverse conditions in the financial markets, which may require the Company in the future to record an impairment charge for credit losses which could adversely impact its financial results.

The contractual maturities of cash equivalents (excluding money market funds which have no maturity) and marketable securities are summarized as follows:

(In thousands)	September 30, 2024
Due in less than one year	\$ 282,683
Due from one year through three years	42,815
Total	\$ 325,498

Refer to Note 8, "Fair Value of Financial Instruments," for a discussion regarding the fair value of the Company's cash equivalents and marketable securities.

8. Fair Value of Financial Instruments

The following table presents the financial instruments and liabilities that are carried at fair value and summarizes their valuation by the respective pricing levels as of September 30, 2024 and December 31, 2023:

(In thousands)	As of September 30, 2024			
	Total	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets carried at fair value				
Money market funds	\$ 6,089	\$ 6,089	\$ —	\$ —
Time deposits	13,090	—	13,090	—
U.S. Government bonds and notes	180,035	—	180,035	—
Corporate bonds, commercial paper and notes	132,373	—	132,373	—
Total assets carried at fair value	\$ 331,587	\$ 6,089	\$ 325,498	\$ —

(In thousands)	As of December 31, 2023			
	Total	Quoted Market Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets carried at fair value				
Money market funds	\$ 3,790	\$ 3,790	\$ —	\$ —
U.S. Government bonds and notes	196,919	—	196,919	—
Corporate bonds, commercial paper and notes	136,649	—	136,649	—
Total available-for-sale securities	<u>\$ 337,358</u>	<u>\$ 3,790</u>	<u>\$ 333,568</u>	<u>\$ —</u>
Liabilities carried at fair value				
Earn-out liability related to the PLDA acquisition	\$ 12,500	\$ —	\$ —	\$ 12,500
Total liabilities carried at fair value	<u>\$ 12,500</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 12,500</u>

The Company's liabilities related to earn-out liability were classified within Level 3 of the fair value hierarchy because the fair value was determined using significant unobservable inputs. The following table presents additional information about liabilities measured at fair value for which the Company utilizes Level 3 inputs to determine fair value, as of September 30, 2024 and 2023.

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Balance as of beginning of period	\$ 12,000	\$ 28,600	\$ 12,500	\$ 14,800
Change in fair value of earn-out liability due to remeasurement	(4,544)	(5,666)	(5,044)	8,134
Change in fair value of earn-out liability due to achievement of revenue target	(7,456)	(11,534)	(7,456)	(11,534)
Balance as of end of period	<u>\$ —</u>	<u>\$ 11,400</u>	<u>\$ —</u>	<u>\$ 11,400</u>

For the three and nine months ended September 30, 2024 and 2023, the changes in the fair value of the earn-out liability related to the 2021 acquisition of PLDA, which was subject to certain revenue targets of the acquired business for a period of three years from the date of acquisition, and which is settled annually in shares of the Company's common stock based on the fair value of that common stock fixed at the time the Company acquired PLDA. The fair value of the earn-out liability was remeasured each quarter, depending on the acquired business's revenue performance relative to target over the applicable period, and adjusted to reflect changes in the per share value of the Company's common stock. The Company classified its liability for the contingent earn-out liability related to the PLDA acquisition within Level 3 of the fair value hierarchy because the fair value calculation included significant unobservable inputs, such as revenue forecast, revenue volatility, equity volatility and weighted-average cost of capital. During the three and nine months ended September 30, 2024, the Company remeasured the fair value of the earn-out liability, which resulted in reductions of \$4.5 million and \$5.0 million, respectively, in the Company's Unaudited Condensed Consolidated Statements of Operations. During the three and nine months ended September 30, 2023, the Company remeasured the fair value of the earn-out liability, which resulted in a reduction of \$5.7 million and additional expenses of \$8.1 million, respectively, in the Company's Unaudited Condensed Consolidated Statements of Operations. The final earn-out was achieved as of September 30, 2024 and is expected to be fully paid during the fourth quarter of 2024.

The Company monitors its investments for impairment and records appropriate reductions in carrying value when necessary. The Company monitors its investments for impairment by considering current factors, including the economic environment, market conditions, operational performance and other specific factors relating to the business underlying the investment, reductions in carrying values when necessary and the Company's ability and intent to hold the investment for a period of time which may be sufficient for anticipated recovery in the market. Any impairment is reported under "Interest and other income (expense), net" in the Unaudited Condensed Consolidated Statements of Operations.

In 2018, the Company made an investment in a non-marketable equity security of a private company. This equity investment was accounted for under the equity method of accounting, and the Company accounted for its equity method share of the income (loss) on a quarterly basis. During the fourth quarter of 2023, the Company sold its 25.0% ownership share in the equity investment for approximately \$25.0 million, which represented a gross gain on this transaction for the same amount. The gross gain was offset by transaction costs of approximately \$1.1 million, resulting in a net gain of approximately \$23.9 million, which was included in the Company's Consolidated Statement of Operations for the year ended December 31, 2023. Subsequently, the Company received proceeds, net of tax, of approximately \$22.8 million from this transaction during the first quarter of 2024.

During the three and nine months ended September 30, 2024 and 2023, there were no transfers of financial instruments between different categories of fair value.

9. Leases

The Company leases office space, domestically and internationally, under operating leases. The Company's leases have remaining lease terms generally between one year and six years. Operating leases are included in operating lease right-of-use ("ROU") assets, operating lease liabilities and long-term operating lease liabilities on the Company's Unaudited Condensed Consolidated Balance Sheets. The Company does not have any finance leases.

The table below reconciles the undiscounted cash flows for the first five years and total of the remaining years to the operating lease liabilities recorded on the Unaudited Condensed Consolidated Balance Sheet as of September 30, 2024 (in thousands):

Years ending December 31,	Amount
2024 (remaining three months)	\$ 1,723
2025	6,939
2026	7,209
2027	5,661
2028	4,549
Thereafter	8,453
Total minimum lease payments	34,534
Less: amount of lease payments representing interest	(4,343)
Present value of future minimum lease payments	30,191
Less: current obligations under leases	(5,397)
Long-term lease obligations	<u>\$ 24,794</u>

As of September 30, 2024, the weighted-average remaining lease term for the Company's operating leases was 5.4 years and the weighted-average discount rate used to determine the present value of the Company's operating leases was 7.3%.

Operating lease costs included in research and development and selling, general and administrative costs on the Unaudited Condensed Consolidated Statements of Operations were \$1.4 million and \$1.3 million for the three months ended September 30, 2024 and 2023, respectively. Operating lease costs included in research and development and selling, general and administrative costs on the Unaudited Condensed Consolidated Statements of Operations were \$4.0 million and \$4.7 million for the nine months ended September 30, 2024 and 2023, respectively.

Cash paid for amounts included in the measurement of operating lease liabilities were \$4.5 million and \$5.2 million for the nine months ended September 30, 2024 and 2023, respectively.

10. Convertible Notes

The Company did not have any convertible notes outstanding as of September 30, 2024 and December 31, 2023.

During the first quarter of 2023, the holders of the remaining \$10.4 million aggregate principal amount of the 2023 Notes elected to convert the notes pursuant to the original terms of the conversion feature. Accordingly, upon maturity, the Company paid \$10.4 million in cash to settle the aggregate principal amount of the 2023 Notes and delivered approximately 0.3 million shares of the Company's common stock to settle the conversion spread.

In connection with the settlement of the conversion of the remaining 2023 Notes, the Company received 0.3 million shares of the Company's common stock for the retirement of the remaining convertible senior note hedges and paid \$10.7 million in cash for the retirement of the remaining warrants during the first quarter of 2023. Additionally, the retirement of the remaining warrants was subject to derivative accounting, resulting in a loss on fair value adjustment of derivatives of \$0.2 million for the nine months ended September 30, 2023.

Interest expense related to the convertible notes for the nine months ended September 30, 2023 was immaterial.

11. Commitments and Contingencies

As of September 30, 2024, the Company's material contractual obligations were as follows:

(In thousands)	Total	Remainder of 2024	2025	2026
Contractual obligations ⁽¹⁾⁽²⁾				
Software licenses ⁽³⁾	\$ 13,001	\$ 4,044	\$ 8,520	\$ 437
Other contractual obligations	300	31	131	138
Acquisition retention bonuses ⁽⁴⁾	275	—	275	—
Total	<u>\$ 13,576</u>	<u>\$ 4,075</u>	<u>\$ 8,926</u>	<u>\$ 575</u>

⁽¹⁾ The above table does not reflect possible payments in connection with unrecognized tax benefits of approximately \$126.9 million, including \$25.6 million recorded as a reduction of long-term deferred tax assets and \$101.3 million in long-term income taxes payable as of September 30, 2024. As noted below in Note 14, "Income Taxes," although it is possible that some of the unrecognized tax benefits could be settled within the next 12 months, the Company cannot reasonably estimate the timing of the outcome at this time.

⁽²⁾ For the Company's lease commitments as of September 30, 2024, refer to Note 9, "Leases."

⁽³⁾ The Company has commitments with various software vendors for agreements generally having terms longer than one year.

⁽⁴⁾ In connection with the acquisitions of Hardent in the second quarter of 2022 and PLDA in the third quarter of 2021, the Company is obligated to pay retention bonuses to certain employees subject to certain eligibility and acceleration provisions, including the condition of employment.

From time to time, the Company indemnifies certain customers as a necessary means of doing business. Indemnification covers customers for losses suffered or incurred by them as a result of any patent, copyright, or other IP infringement or any other claim by any third party arising as a result of the applicable agreement with the Company. The Company generally attempts to limit the maximum amount of indemnification that the Company could be required to make under these agreements to the amount of fees received by the Company, however, this may not always be possible. The fair value of the liability as of September 30, 2024 and December 31, 2023, respectively, was not material.

12. Equity Incentive Plans and Stock-Based Compensation

A summary of shares available for grant under the Company's plans is as follows:

	Shares Available for Grant
Total shares available for grant as of December 31, 2023	11,954,150
Stock options expired	1,125
Nonvested equity stock and stock units granted ^{(1) (2)}	(1,145,510)
Nonvested equity stock and stock units forfeited ⁽¹⁾	290,495
Total shares available for grant as of September 30, 2024	11,100,260

⁽¹⁾ For purposes of determining the number of shares available for grant under the 2015 Plan against the maximum number of shares authorized, each restricted stock unit granted prior to April 27, 2023 reduces the number of shares available for grant by 1.5 shares and each restricted stock unit forfeited increases shares available for grant by 1.5 shares. Each restricted stock unit granted on or after April 27, 2023 reduces the number of shares available for grant by 1.0 share and each restricted stock unit forfeited increases shares available for grant by 1.0 share.

⁽²⁾ Amount includes approximately 0.1 million shares that have been reserved for potential future issuance related to certain performance unit awards granted in the second quarter of 2024 and discussed under the section titled "Nonvested Equity Stock and Stock Units" below.

General Stock Option Information

The following table summarizes stock option activity under the Company's equity incentive plans for the nine months ended September 30, 2024 and information regarding stock options outstanding, exercisable, and vested and expected to vest as of September 30, 2024.

(In thousands, except shares, per share amounts and years)	Options Outstanding		Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
	Number of Shares	Weighted-Average Exercise Price Per Share		
Outstanding as of December 31, 2023	124,732	\$ 11.60		
Options exercised	(33,607)	\$ 9.42		\$ 1,102
Options expired	(1,125)	\$ 8.76		
Outstanding and vested as of September 30, 2024	90,000	\$ 12.45	3.79	\$ 2,679

Employee Stock Purchase Plan

Under the 2015 Employee Stock Purchase Plan ("2015 ESPP") the Company issued 69,828 shares at a price of \$44.84 and 120,569 shares at a price of \$27.91 per share during the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, approximately 2.3 million shares under the 2015 ESPP remained available for issuance.

Stock-Based Compensation

For the nine months ended September 30, 2024 and 2023, the Company maintained stock plans covering a broad range of potential equity grants, including stock options, nonvested equity stock and equity stock units and performance-based instruments. In addition, the Company sponsors the 2015 ESPP, whereby eligible employees are entitled to purchase common stock semi-annually, by means of limited payroll deductions, at a 15% discount from the fair market value of the common stock as of specific dates.

Stock Options

There were no stock options granted during the nine months ended September 30, 2024 and 2023, respectively. All compensation cost net of expected forfeitures, related to unvested stock-based compensation arrangements granted under the stock option plans had been fully recognized as of December 31, 2023. There was no stock-based compensation expense related to stock options for the nine months ended September 30, 2024. Stock-based compensation expense related to stock options was immaterial for the nine months ended September 30, 2023.

Employee Stock Purchase Plan

For the three and nine months ended September 30, 2024 the Company recorded stock-based compensation expense related to the 2015 ESPP of \$0.4 million and \$1.4 million, respectively. For the three and nine months ended September 30, 2023, the Company recorded stock-based compensation expense related to the 2015 ESPP of \$0.5 million and \$1.5 million, respectively. As of September 30, 2024, there was \$0.1 million of total unrecognized compensation cost related to stock-based compensation arrangements granted under the 2015 ESPP. That cost is expected to be recognized over one month.

Nonvested Equity Stock and Stock Units

The Company grants nonvested equity stock units to officers, employees and directors. During the three and nine months ended September 30, 2024, the Company granted nonvested equity stock units totaling approximately 0.1 million and 1.0 million shares, respectively. During the three months ended September 30, 2023, the Company granted an immaterial amount of nonvested equity stock units. During the nine months ended September 30, 2023, the Company granted nonvested equity stock units totaling approximately 1.2 million shares. These awards have a service condition, generally a service period of four years, except in the case of grants to directors, for which the service period is one year. For the three and nine months ended September 30, 2024, the nonvested equity stock units granted were valued at the date of grant giving them a fair value of approximately \$4.1 million and \$59.8 million, respectively. For the three and nine months ended September 30, 2023, the nonvested equity stock units granted were valued at the date of grant giving them a fair value of approximately \$2.1 million and \$57.3 million, respectively. During the second quarter of 2024, as part of its updated annual grant process, the Company granted performance unit awards to certain company executive officers with vesting subject to the achievement of certain performance and/or market conditions. During the first quarter of 2023, as part of its previous annual grant process, the Company granted performance unit awards to certain company executive officers with vesting subject to the achievement of certain performance and/or market conditions. The ultimate number of performance units that can be earned can range from 0% to 200% of target depending on performance relative to target over the applicable period. The shares earned will vest on the third or fourth anniversary of the date of grant. The Company's shares available for grant have been reduced to reflect the shares that could be earned at the maximum target.

For the three and nine months ended September 30, 2024, the Company recorded stock-based compensation expense of approximately \$11.6 million and \$31.8 million, respectively, related to all outstanding nonvested equity stock grants. For the three and nine months ended September 30, 2023, the Company recorded stock-based compensation expense of approximately \$9.5 million and \$32.9 million, respectively, related to all outstanding nonvested equity stock grants.

Unrecognized stock-based compensation related to all nonvested equity stock grants, net of estimated forfeitures, was approximately \$81.2 million as of September 30, 2024. This amount is expected to be recognized over a weighted-average period of 2.0 years.

The following table reflects the activity related to nonvested equity stock and stock units for the nine months ended September 30, 2024:

Nonvested Equity Stock and Stock Units	Shares	Weighted-Average Grant-Date Fair Value
Nonvested at December 31, 2023	3,430,192	\$ 32.90
Granted	1,000,828	\$ 59.76
Vested	(1,226,610)	\$ 26.59
Forfeited	(207,877)	\$ 36.91
Nonvested at September 30, 2024	<u>2,996,533</u>	<u>\$ 44.17</u>

13. Stockholders' Equity

Share Repurchase Program

On October 29, 2020, the Company's board of directors (the "Board") approved a share repurchase program authorizing the repurchase of up to an aggregate of 20.0 million shares (the "2020 Repurchase Program"). Share repurchases under the 2020 Repurchase Program may be made through the open market, established plans or privately negotiated transactions in accordance with all applicable securities laws, rules and regulations. There is no expiration date applicable to the 2020 Repurchase Program. During the nine months ended September 30, 2024, the Company repurchased shares of its common stock under the 2020 Repurchase Program as discussed below.

On February 29, 2024, the Company entered into an accelerated share repurchase program with Royal Bank of Canada (“RBC”) (the “2024 ASR Program”). The 2024 ASR Program was part of the 2020 Repurchase Program. Under the 2024 ASR Program, the Company pre-paid to RBC the \$50.0 million purchase price for its common stock and, in turn, the Company received an initial delivery of approximately 0.7 million shares of its common stock from RBC on March 1, 2024, which were retired and recorded as a \$40.0 million reduction to stockholders’ equity. The remaining \$10.0 million of the initial payment was recorded as a reduction to stockholders’ equity as an unsettled forward contract indexed to the Company’s stock. On March 18, 2024, the accelerated share repurchase program was completed and the Company received an additional 0.1 million shares of its common stock, which were retired, as the final settlement of the 2024 ASR Program.

On November 2, 2023, the Company entered into a share repurchase plan (the “Buying Plan”) with RBC Capital Markets, LLC (“RBCCM”). The Buying Plan was part of the 2020 Repurchase Program. Under the Buying Plan, RBCCM commenced purchases for a 12-month period starting on November 2, 2023 and ending on November 1, 2024, with a provision to terminate sooner pursuant to the Buying Plan (the “Repurchase Period”). During the first quarter of 2024, the Buying Plan was amended and as a result, no purchases were made from the Buying Plan during the period from March 1, 2024 to March 28, 2024, while the 2024 ASR Program was in effect. During the third quarter of 2024, the Buying Plan was further amended to allow RBCCM to purchase an aggregate amount of \$100.0 million of the Company’s common stock during the Repurchase Period, not to exceed \$50.0 million in a quarter. The execution of share repurchases is dependent on the Company’s stock price reaching certain levels. During the nine months ended September 30, 2024, the Company repurchased approximately 1.4 million shares for approximately \$63.1 million as part of the Buying Plan, which were retired and recorded as a reduction to stockholders’ equity.

On August 10, 2023, the Company entered into an accelerated share repurchase program with RBC (the “2023 ASR Program”). The 2023 ASR Program was part of the 2020 Repurchase Program. Under the 2023 ASR Program, the Company pre-paid to RBC the \$100.0 million purchase price for its common stock and, in turn, the Company received an initial delivery of approximately 1.6 million shares of its common stock from RBC on August 11, 2023, which were retired and recorded as an \$80.0 million reduction to stockholders’ equity. The remaining \$20.0 million of the initial payment was recorded as a reduction to stockholders’ equity as an unsettled forward contract indexed to the Company’s stock. On September 22, 2023, the accelerated share repurchase program was completed and the Company received an additional 0.2 million shares of its common stock, which were retired, as the final settlement of the 2023 ASR Program.

Effective January 1, 2023, the Company’s share repurchases are subject to a 1% excise tax as a result of the Inflation Reduction Act of 2022. As of September 30, 2024, the Company recorded an immaterial excise tax liability on its accompanying Unaudited Condensed Consolidated Balance Sheet.

As of September 30, 2024, there remained an outstanding authorization to repurchase approximately 5.7 million shares of the Company’s outstanding common stock under the 2020 Repurchase Program.

The Company records share repurchases as a reduction to stockholders’ equity. The Company records a portion of the purchase price of the repurchased shares as an increase to accumulated deficit when the price of the shares repurchased exceeds the average original proceeds per share received from the issuance of common stock in accordance with its accounting policy.

14. Income Taxes

The Company recorded a provision for income taxes of \$10.4 million and \$4.0 million for the three months ended September 30, 2024 and 2023, respectively, and a provision for (benefit from) income taxes of \$20.1 million and \$(151.1) million for the nine months ended September 30, 2024 and 2023, respectively. The provision for income taxes for the three and nine months ended September 30, 2024 was primarily driven by the statutory tax expense for domestic and foreign jurisdictions for 2024, offset by tax benefits from excess stock-based compensation deductions. The provision for income taxes for the three months ended September 30, 2023 was primarily driven by foreign withholding taxes and adjustments to the valuation allowance release on U.S. deferred tax assets due to a change in forecasted taxable income and expense, offset by tax benefits from excess stock-based compensation deductions. The benefit from income taxes for the nine months ended September 30, 2023 was primarily driven by the valuation allowance release on U.S. deferred tax assets, as well as tax benefits from excess stock-based compensation deductions, offset by foreign withholding taxes.

During the three months ended September 30, 2024 and 2023, the Company paid foreign withholding taxes of \$5.1 million and \$5.4 million, respectively. During the nine months ended September 30, 2024 and 2023, the Company paid foreign withholding taxes of \$15.5 million and \$15.8 million, respectively.

The Company periodically evaluates the realizability of its net deferred tax assets based on all available evidence, both positive and negative. The realizability of the Company’s net deferred tax assets is dependent on its ability to generate sufficient future taxable income during periods prior to the expiration of tax attributes to fully utilize these assets.

During the second quarter of 2023, based on all available positive and negative evidence, the Company determined that it was appropriate to release the valuation allowance on the majority of the Company’s U.S. federal and state deferred tax assets.

During the third quarter of 2023, the Company further adjusted its valuation allowance release as a result of a change in forecasted income and tax expense, primarily due to the sale of intangible assets as part of the PHY IP group divestiture. During the second quarter of 2023, the Company reached a cumulative income position over the previous three years. The cumulative three-year income is considered positive evidence, which is considered objective and verifiable, and thus received significant weighting. Additional positive evidence considered by the Company in its assessment included recent utilization of tax attribute carryforwards and future forecasts of continued profitability in the United States. Upon considering the relative impact of all evidence during the second quarter of 2023, both negative and positive, and the weight accorded to each, the Company concluded that it was more likely than not that the majority of its deferred tax assets would be realizable, with the exception of primarily its California research and development credits that have not met the “more likely than not” realization threshold criteria. As a result, the Company released the related valuation allowance against the majority of its federal and state deferred tax assets.

The Company has U.S. federal deferred tax assets related to research and development credits, foreign tax credits and other tax attributes that can be used to offset U.S. federal taxable income in future periods. These credit carryforwards will expire if they are not used within certain time periods. It is possible that some or all of these attributes could ultimately expire unused.

The Company maintains liabilities for uncertain tax positions within its long-term income taxes payable accounts and as a reduction to existing deferred tax assets to the extent tax attributes are available to offset such liabilities. These liabilities involve judgment and estimation and are monitored by management based on the best information available, including changes in tax regulations, the outcome of relevant court cases and other information.

As of December 31, 2023, the Company had \$185.7 million of unrecognized tax benefits, including \$31.7 million recorded as a reduction of long-term deferred tax assets, \$75.0 million recorded as a reduction of other assets associated with refundable withholding taxes previously withheld from licensees in South Korea, and \$78.9 million recorded to long-term income taxes payable. As of September 30, 2024, the Company had approximately \$201.9 million of unrecognized tax benefits, including \$25.6 million recorded as a reduction of long-term deferred tax assets, \$75.0 million recorded as a reduction of other assets associated with refundable withholding taxes previously withheld from licensees in South Korea, and \$101.3 million recorded in long-term income taxes payable. As a result of recent court rulings in South Korea, the Company has determined that it may be entitled to refund claims for foreign taxes previously withheld from licensees in South Korea. If the Company is successful in recovering the \$177.8 million of refundable withholding taxes from South Korea, the refund will result in an offsetting reduction in U.S. foreign tax credits. The Company recognizes there are numerous risks and uncertainties associated with the ultimate collection of this refund. The Company previously maintained an offsetting reserve for the entire amount of refundable withholding taxes previously withheld in South Korea. During the year ended December 31, 2023, the Company concluded it is more likely than not it will recover withholding taxes withheld during the past five years and accordingly filed a claim in October 2023 for refund of certain refundable withholding taxes, and recorded an income taxes receivable of \$82.7 million with an offsetting long-term income taxes payable of \$72.6 million and a reduction in long-term deferred tax assets of \$10.1 million for the reduction in U.S. foreign tax credits. The Company has recorded a receivable for the portion of withholding taxes paid subsequent to the third quarter of 2023 for which it intends to file a future refund claim. For the periods prior to the fourth quarter of 2018, the Company has not recorded a receivable because the Company does not believe recovery of those taxes would be more likely than not if a refund claim were submitted. The Company continues to evaluate the potential for recovery of these taxes and has therefore established an offsetting reserve for the entire amount of potentially refundable withholding taxes previously withheld in South Korea, for which a claim for refund has not been submitted.

Although it is possible that some of the unrecognized tax benefits could be settled within the next 12 months, the Company cannot reasonably estimate the outcome at this time.

Additionally, the Company’s future effective tax rates could be adversely affected by earnings being higher than anticipated in countries where the Company has higher statutory rates or lower than anticipated in countries where it has lower statutory rates, by changes in valuation of its deferred tax assets and liabilities or by changes in tax laws or interpretations of those laws.

15. Litigation and Asserted Claims

Rambus is not currently a party to any material pending legal proceeding; however, from time to time, Rambus may become involved in legal proceedings or be subject to claims arising in the ordinary course of its business. Although the results of such litigation and claims cannot be predicted with certainty, the Company currently believes that the final outcome of these ordinary course matters will not have a material adverse effect on its business, operating results, financial position or cash flows. Regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management attention and resources and other factors.

The Company records a contingent liability when it is probable that a loss has been incurred and the amount is reasonably estimable in accordance with accounting for contingencies.

16. Restructuring and Other Charges

2023 Restructuring Plan

In June 2023, the Company initiated a restructuring program to reduce overall expenses, which was expected to improve future profitability by reducing the Company's overall spending (the "2023 Restructuring Plan"). In connection with this restructuring program, the Company initiated a plan resulting in a reduction of 42 employees. During the nine months ended September 30, 2023, the Company recorded charges of approximately \$9.4 million to "Restructuring and other charges (recoveries)" in its Unaudited Condensed Consolidated Statement of Operations, related to the reduction in workforce, as well as write-downs of obligations related to certain IP development costs and software licenses for engineering development tools. The 2023 Restructuring Plan was materially completed in the fourth quarter of 2023.

During the nine months ended September 30, 2024, the Company did not initiate any restructuring programs.

17. Divestiture

2023 Divestiture

In July 2023, the Company entered into an asset purchase agreement (the "Purchase Agreement") with Cadence Design Systems, Inc. (the "Purchaser"), pursuant to which the Company agreed to sell certain assets and the Purchaser agreed to assume certain liabilities from the Company, in each case with respect to the Company's PHY IP group, for \$110.0 million in cash, subject to certain adjustments and certain closing conditions (the "Transaction"). The decision to sell this portion of our business reflects the evolution of the Company's core semiconductor business to focus on the development of digital IP and chips, including novel memory solutions for high-performance computing, to support the continued advancement of the data center and artificial intelligence.

The Transaction was completed on September 6, 2023 and resulted in net proceeds of approximately \$106.3 million, which consisted of the initial selling price of \$110.0 million, offset by approximately \$3.7 million related to certain purchase price adjustments. The Company recognized a net gain on divestiture of the PHY IP group in the Unaudited Condensed Consolidated Statements of Operations of approximately \$90.8 million during the three and nine months ended September 30, 2023. Transaction costs of approximately \$1.4 million were included in the net gain of \$90.8 million.

The divestiture of the PHY IP group did not represent a strategic shift that would have a major effect on the Company's consolidated results of operations, and therefore its results of operations were not reported as discontinued operations.

Concurrent with the Transaction, the Company also recorded a charge of approximately \$10.0 million in the Company's Unaudited Condensed Consolidated Statements of Operations. The charge was primarily related to the accelerated amortization of software licenses that were not part of the PHY IP disposal group.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 as described in more detail under “Note Regarding Forward-Looking Statements.” Our forward-looking statements are based on current expectations, forecasts and assumptions and are subject to risks, uncertainties and changes in condition, significance, value and effect. As a result of the factors described herein, and in the documents incorporated herein by reference, including, in particular, those factors described under “Risk Factors,” we undertake no obligation to publicly disclose any revisions to these forward-looking statements to reflect events or circumstances occurring subsequent to filing this report with the Securities and Exchange Commission.

The following discussion and analysis should be read in conjunction with the Unaudited Condensed Consolidated Financial Statements and related notes that are included elsewhere in this report.

Rambus is a trademark of Rambus Inc. Other trademarks that may be mentioned in this quarterly report on Form 10-Q are the property of their respective owners.

Business Overview

We are an industry-leading provider of chips, silicon IP and innovations that address the fundamental challenges of accelerating data and enabling critical performance improvements for data center and other growing markets. The ongoing growth of the cloud, along with the widespread advancement of artificial intelligence (“AI”) and other data-intensive workloads, continue to drive an exponential increase in data usage and demands on data infrastructure. Creating fast and safe connections, both in and across systems, remains one of the most mission-critical design challenges limiting performance in advanced hardware for these markets.

As an industry pioneer with over 30 years of advanced semiconductor design experience, we are ideally positioned to address the challenges of moving and protecting data. We are a leader in high-performance memory subsystems, providing chips, silicon IP and innovations that maximize the performance and security in computationally intensive systems. Whether in the cloud, at the edge or in your hand, real-time and immersive applications depend on data throughput and integrity. Our products and innovations deliver the increased bandwidth, capacity and security required to meet the world’s data needs and drive ever-greater end-user experiences.

Our strategic objectives include focusing our product portfolio and research around our core strength in semiconductors, optimizing operational efficiency and leveraging strong cash generation to re-invest for growth. We continue to maximize synergies across our businesses and customer base, leveraging the significant overlap in our ecosystem of customers, partners and influencers. Our product and technology roadmap, as well as our go-to-market strategy, are driven by the application-specific requirements of our focus markets.

Executive Summary

We delivered strong results during the third quarter of 2024, driven by continued demand for our memory interface chips and stability from our royalty revenue. As part of the ongoing execution of our industry-leading product roadmap, we added the DDR5 Client Clock Driver to our product portfolio.

Key third quarter 2024 financial results included:

- Revenue of \$145.5 million;
- Operating expenses of \$62.7 million; and
- Net cash provided by operating activities of \$62.1 million.

Operational Highlights

Revenue Sources

Our consolidated revenue is comprised of product revenue, royalties and contract and other revenue.

Product revenue consists primarily of memory interface chips. Our memory interface chips are sold directly and through distributors to major DRAM manufacturers, Micron, Samsung and SK hynix, as well as to system manufacturers and cloud providers, for integration into server memory modules. Product revenue accounted for 46% and 44% of our consolidated revenue for the three and nine months ended September 30, 2024, as compared to 50% for both the three and nine months ended September 30, 2023.

Royalty revenue is derived from our patent licenses, through which we provide our customers certain rights to our broad worldwide portfolio of patented inventions. Our patent licenses enable our customers to use a portion of our patent portfolio in their own digital electronics products. The licenses typically range in term up to ten years and may define the specific field of use where our customers may utilize our inventions in their products. Royalties may be structured as fixed, variable or a hybrid of fixed and variable royalty payments. Leading semiconductor and electronic system companies, such as AMD, Broadcom, CXMT, IBM, Infineon, Kioxia, Marvell, MediaTek, Micron, Nanya, Nuvoton, NVIDIA, Phison, Qualcomm, Samsung, SK hynix, Socionext, STMicroelectronics, Toshiba, Western Digital and Winbond, have licensed our patents. The vast majority of our patents originate from our internal research and development efforts. Additionally, from time to time, we enter into agreements to sell certain patent assets under agreements which may also include subsequent profit-sharing. The sale of these patents, as well as the subsequent profit-sharing, are included as part of our royalty revenue. Revenue from royalties accounted for 44% and 42% of our consolidated revenue for the three and nine months ended September 30, 2024, as compared to 27% and 29% for the three and nine months ended September 30, 2023.

Contract and other revenue consists primarily of Silicon IP, which is comprised of our high-speed interface and security IP. Revenue sources under contract and other revenue include our IP core licenses, software licenses and related implementation, support and maintenance fees and engineering services fees. The timing and amounts invoiced to customers can vary significantly depending on specific contract terms and can therefore have a significant impact on deferred revenue or accounts receivable in any given period. Contract and other revenue accounted for 10% and 14% of our consolidated revenue for the three and nine months ended September 30, 2024, as compared to 23% and 21% of our consolidated revenue for the three and nine months ended September 30, 2023. The decreases for both the three and nine months ended September 30, 2024 as compared to the same periods in 2023 were primarily attributed to the sale of our PHY IP group in the third quarter of 2023.

Costs and Expenses

Cost of product revenue increased approximately \$5.2 million for the three months ended September 30, 2024 as compared to the same period in 2023. Cost of product revenue increased approximately \$2.8 million for the nine months ended September 30, 2024 as compared to the same period in 2023. The increases in both periods were primarily due to higher sales volumes of our memory interface chips.

Cost of contract and other revenue decreased approximately \$0.5 million for the three months ended September 30, 2024 as compared to the same period in 2023. Cost of contract and other revenue decreased approximately \$2.0 million for the nine months ended September 30, 2024 as compared to the same period in 2023. The decreases in both periods were primarily due to lower engineering services associated with the contracts.

Total research and development expenses for the three months ended September 30, 2024 increased approximately \$3.9 million as compared to the same period in 2023, primarily due to increases in prototyping costs of \$2.0 million, stock-based compensation expenses of \$1.3 million, headcount-related expenses of \$0.8 million and facility expenses of \$0.6 million, offset by a decrease in software EDA tool subscriptions of \$1.1 million. Total research and development expenses for the nine months ended September 30, 2024 decreased approximately \$1.6 million as compared to the same period in 2023, primarily due to decreases in software EDA tool subscriptions of \$4.7 million, consulting expenses of \$1.6 million, headcount-related expenses of \$1.4 million, depreciation expense of \$0.7 million and retention bonus expense related to acquisitions of \$0.6 million, offset by increases in prototyping costs of \$3.4 million, lower engineering costs allocated to cost of revenue of \$2.0 million, facility costs of \$1.9 million and stock-based compensation expenses of \$0.7 million. The fluctuations in both periods are primarily driven by growth in our research and development initiatives, offset by decreases attributable to the sale of our PHY IP group in the third quarter of 2023.

Total sales, general and administrative expenses for the three months ended September 30, 2024 increased approximately \$0.6 million as compared to the same period in 2023, primarily due to increases in consulting expenses of \$0.7 million, stock-based compensation expenses of \$0.7 million and headcount-related expenses of \$0.5 million, offset by decreases in rent and facility expenses of \$0.8 million and sales and marketing activities of \$0.8 million. Total sales, general and administrative expenses for the nine months ended September 30, 2024 decreased approximately \$6.4 million as compared to the same period in 2023, primarily due to decreases in rent and facility expenses of \$3.3 million, stock-based compensation expenses of \$1.9 million, sales and marketing activities of \$0.7 million and headcount-related costs of \$0.5 million, offset by increases in consulting expenses of \$1.0 million and acquisition-related costs of \$0.8 million.

Intellectual Property

As of September 30, 2024, our semiconductor, security and other technologies are covered by 2,241 U.S. and foreign patents. Additionally, we have 522 patent applications pending in various countries. Some of the patents and pending patent applications are derived from a common parent patent application or are foreign counterpart patent applications. We file applications for and obtain patents in the United States and in selected foreign countries where we believe filing for such

protection is appropriate and would further our overall business strategy and objectives. In some instances, obtaining appropriate levels of protection may involve prosecuting continuation and counterpart patent applications based on a common parent application. We believe our patented innovations provide our customers with the ability to achieve improved performance, lower risk, greater cost-effectiveness, and other benefits in their products and services.

Trends

There are a number of trends that may have a material impact on us in the future, including but not limited to, the evolution of memory technology, adoption of security solutions, the use and adoption of our inventions or technologies generally, industry consolidation and global economic conditions with the resulting impact on sales of consumer electronic systems.

We have a high degree of revenue concentration. Our top five customers represented approximately 69% and 64% of our consolidated revenue for the three and nine months ended September 30, 2024, as compared to 63% and 59% for the three and nine months ended September 30, 2023, respectively. The particular customers which account for revenue concentration have varied from period-to-period as a result of the addition of new contracts, expiration of existing contracts, renewals of existing contracts, industry consolidation and the volumes and prices at which the customers have recently sold to their customers. These variations are expected to continue in the foreseeable future.

Our revenue from companies headquartered outside of the United States accounted for approximately 68% and 61% of our consolidated revenue for the three and nine months ended September 30, 2024, as compared to 69% and 61% for the three and nine months ended September 30, 2023. We expect that revenue derived from international customers will continue to represent a significant portion of our total revenue in the future. Currently, our revenue from international customers is predominantly denominated in U.S. dollars. For additional information concerning international revenue, refer to Note 6, "Segments and Major Customers," of Notes to Unaudited Condensed Consolidated Financial Statements of this Form 10-Q.

The royalties we receive from our semiconductor customers are partly a function of the adoption of our technologies by system companies. Many system companies purchase semiconductors containing our technologies from our customers and do not have a direct contractual relationship with us. Our customers generally do not provide us with details as to the identity or volume of licensed semiconductors purchased by particular system companies. As a result, we face difficulty in analyzing the extent to which our future revenue will be dependent upon particular system companies. Several of our licensees have renewed or extended their license agreements with us during the nine months ended September 30, 2024, including Kioxia, Marvell and Nanya.

As a part of our overall business strategy, from time to time we evaluate businesses and technologies for potential acquisitions that are aligned with our core business and designed to supplement our growth, including the acquisition of Hardent in the second quarter of 2022. Similarly, we evaluate our current businesses and technologies that are not aligned with our core business for potential divestiture, such as the sale of our PHY IP group to Cadence in the third quarter of 2023. We expect to continue to evaluate and potentially enter into strategic acquisitions or divestitures which will impact our business and operating results.

Results of Operations

The following table sets forth, for the periods indicated, the percentage of total revenue represented by certain items reflected on our Unaudited Condensed Consolidated Statements of Operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue:				
Product revenue	45.6 %	49.6 %	43.9 %	50.5 %
Royalties	44.1 %	27.4 %	42.5 %	28.8 %
Contract and other revenue	10.3 %	23.0 %	13.6 %	20.7 %
Total revenue	100.0 %	100.0 %	100.0 %	100.0 %
Cost of revenue:				
Cost of product revenue	16.9 %	18.4 %	17.0 %	19.0 %
Cost of contract and other revenue	0.5 %	1.2 %	0.6 %	1.3 %
Amortization of acquired intangible assets	1.9 %	3.2 %	2.3 %	3.1 %
Total cost of revenue	19.3 %	22.8 %	19.9 %	23.4 %
Gross profit	80.7 %	77.2 %	80.1 %	76.6 %
Operating expenses (benefits):				
Research and development	28.4 %	35.5 %	30.1 %	35.6 %
Sales, general and administrative	17.8 %	24.1 %	19.2 %	24.3 %
Amortization of acquired intangible assets	0.1 %	0.3 %	0.1 %	0.3 %
Restructuring and other charges (recoveries)	— %	(0.1)%	— %	2.8 %
Gain on divestiture	— %	(86.3)%	— %	(26.8)%
Impairment of assets	— %	9.5 %	0.3 %	3.0 %
Change in fair value of earn-out liability	(3.1)%	(5.4)%	(1.3)%	2.4 %
Total operating expenses (benefits)	43.2 %	(22.4)%	48.4 %	41.6 %
Operating income	37.5 %	99.6 %	31.7 %	35.0 %
Interest income and other income (expense), net	3.2 %	2.5 %	3.4 %	2.1 %
Loss on fair value adjustment of derivatives, net	— %	— %	— %	(0.1)%
Interest expense	(0.2)%	(0.3)%	(0.3)%	(0.3)%
Interest and other income (expense), net	3.0 %	2.2 %	3.1 %	1.7 %
Income before income taxes	40.5 %	101.8 %	34.8 %	36.7 %
Provision for (benefit from) income taxes	7.1 %	3.8 %	5.1 %	(44.6)%
Net income	33.4 %	98.0 %	29.7 %	81.3 %

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Total revenue:						
Product revenue	\$ 66.4	\$ 52.2	27.2 %	\$ 173.4	\$ 170.9	1.5 %
Royalties	64.1	28.9	122.1 %	168.0	97.7	71.9 %
Contract and other revenue	15.0	24.2	(38.1)%	54.1	70.3	(23.0)%
Total revenue	\$ 145.5	\$ 105.3	38.2 %	\$ 395.5	\$ 338.9	16.7 %

Product Revenue

Product revenue consists of revenue from the sale of memory and security products.

Product revenue increased approximately \$14.2 million for the three months ended September 30, 2024 as compared to the same period in 2023. Product revenue increased approximately \$2.5 million for the nine months ended September 30, 2024 as compared to the same period in 2023. The increases in both periods were primarily due to higher sales of our memory interface chips.

Growth in our product revenue is dependent on, among other things, the industry transition to a new generation of memory, as well as our ability to continue to obtain orders from customers, meet our customers' demands and mitigate any supply chain and economic disruption.

Royalties

Royalty revenue, which includes patent and technology license royalties, increased approximately \$35.2 million for the three months ended September 30, 2024 as compared to the same period in 2023. Our royalty revenue increased approximately \$70.3 million for the nine months ended September 30, 2024 as compared to the same period in 2023. The increases in both periods were primarily due to the timing and structure of license agreements and renewals.

We are continuously in negotiations for licenses with prospective customers. We expect royalty revenue will continue to vary from period to period based on our success in adding new customers, renewing or extending existing agreements, as well as the level of variation in our customers' reported shipment volumes, sales price and product mix, offset in part by the proportion of customer payments that are fixed or hybrid in nature.

Contract and Other Revenue

Contract and other revenue consist of revenue from technology development projects. Contract and other revenue decreased approximately \$9.2 million for the three months ended September 30, 2024 as compared to the same period in 2023. Contract and other revenue decreased approximately \$16.2 million for the nine months ended September 30, 2024 as compared to the same period in 2023. The decreases for both the three and nine months ended September 30, 2024 as compared to the same periods in 2023 were primarily attributed to the sale of our PHY IP group in the third quarter of 2023.

We believe that contract and other revenue will fluctuate over time based on our ongoing technology development contractual requirements, the amount of work performed, the timing of completing engineering deliverables and the changes to work required, as well as new technology development contracts booked in the future.

Cost of Product Revenue

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Cost of product revenue	\$ 24.6	\$ 19.4	26.6 %	\$ 67.4	\$ 64.6	4.4 %

Cost of product revenue includes costs attributable to the sale of memory and security products. Cost of product revenue increased approximately \$5.2 million for the three months ended September 30, 2024 as compared to the same period in 2023. Cost of product revenue increased approximately \$2.8 million for the nine months ended September 30, 2024 as compared to the same period in 2023. The increases in both periods were primarily due to higher sales volumes of our memory interface chips.

In the near term, we expect costs of product revenue to fluctuate due to changes in product mix and the timing of orders.

Cost of Contract and Other Revenue

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Cost of contract and other revenue	\$ 0.8	\$ 1.3	(41.9)%	\$ 2.3	\$ 4.3	(46.1)%

Cost of contract and other revenue reflects the portion of the total engineering costs which are specifically devoted to individual customer development and support services. Cost of contract and other revenue decreased approximately \$0.5 million for the three months ended September 30, 2024 as compared to the same period in 2023. Cost of contract and other revenue decreased approximately \$2.0 million for the nine months ended September 30, 2024 as compared to the same period in 2023. The decreases in both periods were primarily due to lower engineering services associated with the contracts.

In the near term, we expect costs of contract and other revenue to vary from period to period based on varying revenue recognized from contract and other revenue.

Research and Development Expenses

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Research and development expenses:						
Research and development expenses, excluding stock-based compensation	\$ 37.1	\$ 34.5	7.5 %	\$ 107.3	\$ 109.6	(2.1)%
Stock-based compensation	4.2	2.9	46.4 %	11.9	11.2	5.9 %
Total research and development expenses	<u>\$ 41.3</u>	<u>\$ 37.4</u>	10.5 %	<u>\$ 119.2</u>	<u>\$ 120.8</u>	(1.4)%

Research and development expenses are those expenses incurred for the development of applicable technologies.

Total research and development expenses for the three months ended September 30, 2024 increased approximately \$3.9 million as compared to the same period in 2023, primarily due to increases in prototyping costs of \$2.0 million, stock-based compensation expenses of \$1.3 million, headcount-related expenses of \$0.8 million and facility expenses of \$0.6 million, offset by a decrease in software EDA tool subscriptions of \$1.1 million.

Total research and development expenses for the nine months ended September 30, 2024 decreased approximately \$1.6 million as compared to the same period in 2023, primarily due to decreases in software EDA tool subscriptions of \$4.7 million, consulting expenses of \$1.6 million, headcount-related expenses of \$1.4 million, depreciation expense of \$0.7 million and retention bonus expense related to acquisitions of \$0.6 million, offset by increases in prototyping costs of \$3.4 million, lower engineering costs allocated to cost of revenue of \$2.0 million, facility costs of \$1.9 million and stock-based compensation expenses of \$0.7 million. The fluctuations in both periods are primarily driven by growth in our research and development initiatives, offset by decreases attributable to the sale of our PHY IP group in the third quarter of 2023.

We will continue to make investments in the infrastructure and technologies required to maintain our product innovation in semiconductor, security and other technologies.

Sales, General and Administrative Expenses

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Sales, general and administrative expenses:						
Sales, general and administrative expenses, excluding stock-based compensation	\$ 18.2	\$ 18.3	(0.6)%	\$ 55.2	\$ 59.7	(7.5)%
Stock-based compensation	7.7	7.0	9.3 %	20.9	22.8	(8.5)%
Total sales, general and administrative expenses	<u>\$ 25.9</u>	<u>\$ 25.3</u>	2.1 %	<u>\$ 76.1</u>	<u>\$ 82.5</u>	(7.7)%

Sales, general and administrative expenses include expenses and costs associated with trade shows, public relations, advertising, litigation, general legal, insurance and other sales, marketing and administrative efforts. Consistent with our business model, our licensing, sales, and marketing activities aim to develop or strengthen relationships with potential new and current customers. In addition, we work with current customers through marketing, sales and technical efforts to drive adoption of their products that use our innovations and solutions, by system companies. Due to the long business development cycles we face and the semi-fixed nature of sales, general and administrative expenses in a given period, these expenses generally do not correlate to the level of revenue in that period or in comparable recent or future periods.

Total sales, general and administrative expenses for the three months ended September 30, 2024 increased approximately \$0.6 million as compared to the same period in 2023, primarily due to increases in consulting expenses of \$0.7 million, stock-based compensation expenses of \$0.7 million and headcount-related expenses of \$0.5 million, offset by decreases in rent and facility expenses of \$0.8 million and sales and marketing activities of \$0.8 million.

Total sales, general and administrative expenses for the nine months ended September 30, 2024 decreased approximately \$6.4 million as compared to the same period in 2023, primarily due to decreases in rent and facility expenses of \$3.3 million, stock-based compensation expenses of \$1.9 million, sales and marketing activities of \$0.7 million and headcount-related costs of \$0.5 million, offset by increases in consulting expenses of \$1.0 million and acquisition-related costs of \$0.8 million.

In the future, sales, general and administrative expenses will vary from period to period based on the trade shows, advertising, legal, acquisition, and other sales, marketing and administrative activities undertaken, and the change in sales, marketing and administrative headcount in any given period.

Amortization of Acquired Intangible Assets

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Amortization of acquired intangible assets:						
Amortization of acquired intangible assets included in total cost of revenue	\$ 2.8	\$ 3.3	(16.5)%	\$ 8.9	\$ 10.5	(15.0)%
Amortization of acquired intangible assets included in total operating expenses	0.1	0.3	(63.6)%	0.5	1.0	(53.4)%
Total amortization of acquired intangible assets	<u>\$ 2.9</u>	<u>\$ 3.6</u>	(19.9)%	<u>\$ 9.4</u>	<u>\$ 11.5</u>	(18.4)%

Amortization expense is related to various acquired IP.

Amortization of acquired intangible assets recognized in cost of revenue and operating expenses for the three and nine months ended September 30, 2024 decreased by approximately \$0.7 million and \$2.1 million, respectively, as compared to the same periods in 2023. The decreases in both periods were primarily due to the divestiture of our PHY IP group in the third quarter of 2023, which resulted in the disposal of approximately \$7.4 million of net intangible assets, as well as a reduction of our amortization expense as intangibles become fully amortized.

Restructuring and Other Charges (Recoveries)

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Restructuring and other charges (recoveries)	\$ —	\$ (0.1)	(100.0)%	\$ —	\$ 9.4	(100.0)%

In June 2023, we initiated a restructuring program to reduce overall expenses to improve future profitability by reducing our overall spending (the “2023 Restructuring Plan”). In connection with this restructuring program, we initiated a plan resulting in a reduction of 42 employees. During the nine months ended September 30, 2023, we recorded charges of approximately \$9.4 million, which included an immaterial recovery of costs during the three months ended September 30, 2023, related to the reduction in workforce, as well as write-downs of obligations related to certain IP development costs and software licenses for engineering development tools. The 2023 Restructuring Plan was substantially completed in the fourth quarter of 2023. Refer to Note 16, “Restructuring and Other Charges” of Notes to Unaudited Condensed Consolidated Financial Statements of this Form 10-Q for additional information.

During the nine months ended September 30, 2024, we did not initiate any restructuring programs.

Gain on Divestiture

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Gain on divestiture	\$ —	\$ (90.8)	(100.0)%	\$ —	\$ (90.8)	(100.0)%

In July 2023, we entered into an asset purchase agreement (the “Purchase Agreement”) with Cadence Design Systems, Inc. (the “Purchaser”), pursuant to which we agreed to sell certain assets and the Purchaser agreed to assume certain liabilities from us, in each case with respect to our PHY IP group. The decision to sell this portion of our business reflected the ongoing review of our core semiconductor business to focus on our development of digital IP and chips, including novel memory solutions for high-performance computing, to support the continued evolution of the data center and AI.

Consequently, we recognized a gain of approximately \$90.8 million during the three and nine months ended September 30, 2023. Refer to Note 17, “Divestiture,” of Notes to Unaudited Condensed Consolidated Financial Statements of this Form 10-Q for additional information.

Impairment of Assets

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Impairment of assets	\$ —	\$ 10.0	(100.0)%	\$ 1.1	\$ 10.0	(89.3)%

During the nine months ended September 30, 2024, we recorded a charge of approximately \$1.1 million in our Unaudited Condensed Consolidated Statement of Operations of this Form 10-Q, related to the write-off of certain fixed assets no longer in use and for which we determined they had no alternate economic use.

Concurrent with the sale of our PHY IP group to Cadence in the third quarter of 2023, we recorded a charge of approximately \$10.0 million in our Unaudited Condensed Consolidated Statement of Operations during the three and nine months ended September 30, 2023. The charge was primarily related to the accelerated amortization of software licenses that were not part of the PHY IP disposal group, but where acceleration was warranted due to the lower headcount and corresponding excess capacity for such licenses. Refer to Note 17, “Divestiture,” of Notes to Unaudited Condensed Consolidated Financial Statements of this Form 10-Q for additional information.

Change in Fair Value of Earn-Out Liability

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Change in fair value of earn-out liability	\$ (4.5)	\$ (5.7)	(19.8)%	\$ (5.0)	\$ 8.1	(162.0)%

The changes in the fair value of the earn-out liability related to the 2021 acquisition of the PLDA Group (“PLDA”), which was subject to certain revenue targets of the acquired business for a period of three years from the date of acquisition, and settled annually in shares of our common stock based on the fair value of that common stock fixed at the time we acquired PLDA. The fair value of the earn-out liability was remeasured each quarter, depending on the acquired business’s revenue performance relative to target over the applicable period, and adjusted to reflect changes in the per share value of our common stock.

During the three and nine months ended September 30, 2024, we remeasured the fair value of the earn-out liability, which resulted in reductions of \$4.5 million and \$5.0 million, respectively, in our Unaudited Condensed Consolidated Statements of Operations of this Form 10-Q. During the three and nine months ended September 30, 2023, we remeasured the fair value of the earn-out liability, which resulted in a reduction of \$5.7 million and additional expenses of \$8.1 million, respectively, in our Unaudited Condensed Consolidated Statements of Operations of this Form 10-Q. The final earn-out was achieved as of September 30, 2024 and is expected to be fully paid during the fourth quarter of 2024.

Interest and Other Income (Expense), Net

(Dollars in millions)	Three Months Ended September 30,		Change in Percentage	Nine Months Ended September 30,		Change in Percentage
	2024	2023		2024	2023	
Interest income and other income (expense), net	\$ 4.7	\$ 2.7	71.9 %	\$ 13.7	\$ 7.1	92.0 %
Loss on fair value adjustment of derivatives, net	—	—	— %	—	(0.2)	(100.0)%
Interest expense	(0.3)	(0.3)	(8.1)%	(1.1)	(1.1)	(4.4)%
Interest and other income (expense), net	\$ 4.4	\$ 2.4	84.0 %	\$ 12.6	\$ 5.8	118.6 %

Interest income and other income (expense), net, includes interest income from our investment portfolio and from the significant financing component of licensing agreements, as well as any gains or losses from the re-measurement of our monetary assets or liabilities denominated in foreign currencies. For the three months ended September 30, 2024 and 2023, interest income and other income (expense), net, consisted primarily of interest income of \$4.8 million and \$2.5 million, respectively, generated from our investment portfolio. For the nine months ended September 30, 2024 and 2023, interest income and other income (expense), net, consisted primarily of interest income of \$13.6 million and \$6.4 million, respectively, generated from our investment portfolio. The increases in interest income and other income (expense), net, for the three and nine months ended September 30, 2024 as compared to the same periods in 2023 were primarily due to higher interest rates within our investment portfolio, which generated a higher interest income.

The \$0.2 million loss on fair value adjustment of derivatives, net, related to the settlement of the remaining outstanding warrants in the first quarter of 2023.

Interest expense consists primarily of interest expense associated with long-term software licenses. Interest expense remained flat for the three and nine months ended September 30, 2024 and 2023.

Provision for (Benefit from) Income Taxes

(Dollars in millions)	Three Months Ended		Change in Percentage	Nine Months Ended		Change in Percentage
	September 30,			September 30,		
	2024	2023		2024	2023	
Provision for (benefit from) income taxes	\$ 10.4	\$ 4.0	157.2%	\$ 20.1	\$ (151.1)	(113.3)%
Effective tax rate	17.6 %	3.8 %		14.6 %	(121.6)%	

Our provision for income taxes for the three and nine months ended September 30, 2024 was primarily driven by the statutory tax expense for domestic and foreign jurisdictions for 2024, offset by tax benefits from excess stock-based compensation deductions. Our provision for income taxes for the three and nine months ended September 30, 2024 reflected an effective tax rate of 17.6% and 14.6%, respectively. The provision for income taxes for the three months ended September 30, 2023 was primarily driven by foreign withholding taxes and adjustments to the valuation allowance release on our U.S. deferred tax assets due to a change in forecasted taxable income and expense, offset by tax benefits from excess stock-based compensation deductions. The benefit from income taxes for the nine months ended September 30, 2023 was primarily driven by the valuation allowance release on our U.S. deferred tax assets, as well as tax benefits from excess stock-based compensation deductions, offset by foreign withholding taxes. Our income tax provision (benefit) for the three and nine months ended September 30, 2023 reflected an effective tax rate of 3.8% and (121.6)%, respectively. Our effective tax rate for the three and nine months ended September 30, 2024, differed from the U.S. statutory rate primarily due to tax benefits from excess stock-based compensation deductions. Our effective tax rate for the three and nine months ended September 30, 2023, differed from the U.S. statutory rate primarily due to the valuation allowance release on our U.S. deferred tax assets.

During the three months ended September 30, 2024 and 2023, we paid foreign withholding taxes of \$5.1 million and \$5.4 million, respectively. During the nine months ended September 30, 2024 and 2023, we paid foreign withholding taxes of \$15.5 million and \$15.8 million, respectively.

We periodically evaluate the realizability of our net deferred tax assets based on all available evidence, both positive and negative. The realizability of our net deferred tax assets is dependent on our ability to generate sufficient future taxable income during periods prior to the expiration of tax attributes to fully utilize these assets.

During the second quarter of 2023, based on all available positive and negative evidence, we determined that it was appropriate to release the valuation allowance on the majority of our U.S. federal and state deferred tax assets. During the third quarter of 2023, we further adjusted our valuation allowance release as a result of a change in forecasted income and tax expense, primarily due to the sale of intangible assets as part of our PHY IP group divestiture. During the second quarter of 2023, we reached a cumulative income position over the previous three years. The cumulative three-year income is considered positive evidence, which is considered objective and verifiable, and thus received significant weighting. Additional positive evidence considered by us in our assessment included recent utilization of tax attribute carryforwards and future forecasts of continued profitability in the United States. Upon considering the relative impact of all evidence during the second quarter of 2023, both negative and positive, and the weight accorded to each, we concluded that it was more likely than not that the majority of our deferred tax assets would be realizable, with the exception of our California research and development credits that have not met the “more likely than not” realization threshold criteria. As a result, we released the related valuation allowance against the majority of our federal and state deferred tax assets.

We have U.S. federal deferred tax assets related to research and development credits, foreign tax credits and other tax attributes that can be used to offset U.S. federal taxable income in future periods. These credit carryforwards will expire if they are not used within certain time periods. It is possible that some or all of these attributes could ultimately expire unused.

Liquidity and Capital Resources

(In millions)	As of	
	September 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 114.0	\$ 94.8
Marketable securities	318.7	331.0
Total cash, cash equivalents and marketable securities	\$ 432.7	\$ 425.8

(In millions)	Nine Months Ended September 30,	
	2024	2023
Net cash provided by operating activities	\$ 171.6	\$ 140.9
Net cash provided by investing activities	\$ 13.0	\$ 30.9
Net cash used in financing activities	\$ (165.3)	\$ (165.4)

Liquidity

We currently anticipate that existing cash, cash equivalents and marketable securities balances and cash flows from operations will be adequate to meet our cash needs for at least the next 12 months. Additionally, the majority of our cash and cash equivalents is in the United States. Our cash needs for the nine months ended September 30, 2024, were funded primarily from cash collected from our customers.

We do not anticipate any liquidity constraints as a result of either the current credit environment or investment fair value fluctuations. Additionally, we have the intent and we believe we have the ability to hold our debt investments that have unrealized losses in accumulated other comprehensive gain (loss) for a sufficient period of time to allow for recovery of the principal amounts invested. We continually monitor the credit risk in our portfolio and mitigate our credit risk exposures in accordance with our policies.

As a part of our overall business strategy, from time to time we evaluate businesses and technologies for potential acquisitions that are aligned with our core business and designed to supplement our growth.

To provide us with more flexibility in returning capital to our stockholders, on October 29, 2020, our Board approved a share repurchase program authorizing the repurchase of up to an aggregate of 20.0 million shares (the “2020 Repurchase Program”). Share repurchases under the 2020 Repurchase Program may be made through the open market, established plans or privately negotiated transactions in accordance with all applicable securities laws, rules and regulations. There is no expiration date applicable to the 2020 Repurchase Program. The 2020 Repurchase Program replaced the previous program approved by our Board in January 2015 and canceled the previous outstanding authorization. During the nine months ended September 30, 2024, we repurchased shares of our common stock under the 2020 Repurchase Program as discussed in the “Share Repurchase Program” section below.

Operating Activities

Cash provided by operating activities of \$171.6 million for the nine months ended September 30, 2024, was primarily attributable to the cash generated from customer licensing, product sales and engineering services fees. Changes in operating assets and liabilities for the nine months ended September 30, 2024 primarily included decreases in unbilled receivables and prepaids and other current assets and an increase in income taxes payable, offset by increases in income taxes receivable, inventories and accounts receivable, and a decrease in accrued salaries and benefits.

Cash provided by operating activities of \$140.9 million for the nine months ended September 30, 2023, was primarily attributable to the cash generated from customer licensing, product sales and engineering services fees. Changes in operating assets and liabilities for the nine months ended September 30, 2023 primarily included a decrease in unbilled receivables and an increase in income taxes payable, offset by increases in income taxes receivable, inventories and accounts receivable, as well as decreases in accounts payable, accrued salaries and benefits and deferred revenue.

Investing Activities

Cash provided by investing activities of \$13.0 million for the nine months ended September 30, 2024, consisted of proceeds from the maturities and sales of available-for-sale marketable securities of \$206.9 million and \$85.7 million, respectively, and net proceeds from the sale of a non-marketable equity security of \$22.8 million, offset by purchases of available-for-sale marketable securities of \$278.2 million, and \$24.2 million paid to acquire property, plant and equipment.

Cash provided by investing activities of \$30.9 million for the nine months ended September 30, 2023, consisted of proceeds from the maturities and sales of available-for-sale marketable securities of \$127.5 million and \$117.8 million, respectively, and net proceeds from the sale of our PHY IP group of \$106.3 million, offset by purchases of available-for-sale marketable securities of \$298.3 million and \$22.5 million paid to acquire property, plant and equipment.

Financing Activities

Cash used in financing activities of \$165.3 million for the nine months ended September 30, 2024, was primarily due to an aggregate payment of \$113.3 million as part of our 2024 ASR program and the Buying Plan (includes \$0.2 million in fees related to the ASR program), \$40.3 million in payments of taxes on restricted stock units, and \$12.7 million paid under installment payment arrangements to acquire fixed assets, offset by \$3.4 million in proceeds from the issuance of common stock under equity incentive plans.

Cash used in financing activities of \$165.4 million for the nine months ended September 30, 2023, was primarily due to an aggregate payment of \$100.3 million as part of our 2023 ASR program (includes \$0.3 million in fees related to the ASR program), \$36.7 million in payments of taxes on restricted stock units, \$11.3 million paid under installment payment arrangements to acquire fixed assets, \$10.7 million paid for the retirement of the remaining outstanding warrants, and \$10.4 million in aggregate principal amount paid upon maturity of the remaining outstanding 2023 Notes, offset by \$6.5 million in proceeds from the issuance of common stock under equity incentive plans.

Contractual Obligations

As of September 30, 2024, our material contractual obligations were as follows:

(In thousands)	Total	Remainder of 2024	2025	2026
Contractual obligations ⁽¹⁾⁽²⁾				
Software licenses ⁽³⁾	\$ 13,001	\$ 4,044	\$ 8,520	\$ 437
Other contractual obligations	300	31	131	138
Acquisition retention bonuses ⁽⁴⁾	275	—	275	—
Total	\$ 13,576	\$ 4,075	\$ 8,926	\$ 575

⁽¹⁾ The above table does not reflect possible payments in connection with unrecognized tax benefits of approximately \$126.9 million, including \$25.6 million recorded as a reduction of long-term deferred tax assets and \$101.3 million in long-term income taxes payable as of September 30, 2024. As noted in Note 14, “Income Taxes,” of Notes to Unaudited Condensed Consolidated Financial Statements of this Form 10-Q, although it is possible that some of the unrecognized tax benefits could be settled within the next 12 months, we cannot reasonably estimate the timing of the outcome at this time.

⁽²⁾ For our lease commitments as of September 30, 2024, refer to Note 9, “Leases,” of Notes to Unaudited Condensed Consolidated Financial Statements of this Form 10-Q.

⁽³⁾ We have commitments with various software vendors for agreements generally having terms longer than one year.

⁽⁴⁾ In connection with the acquisitions of Hardent in the second quarter of 2022 and PLDA in the third quarter of 2021, we are obligated to pay retention bonuses to certain employees subject to certain eligibility and acceleration provisions, including the condition of employment.

Share Repurchase Program

On October 29, 2020, our Board approved the 2020 Repurchase Program authorizing the repurchase of up to an aggregate of 20.0 million shares. Share repurchases under the 2020 Repurchase Program may be made through the open market, established plans or privately negotiated transactions in accordance with all applicable securities laws, rules and regulations. There is no expiration date applicable to the 2020 Repurchase Program. The 2020 Repurchase Program replaced the previous program approved by the Board in January 2015 and canceled the previous outstanding authorization. During the nine months ended September 30, 2024, we repurchased shares of our common stock under the 2020 Repurchase Program as discussed below.

On February 29, 2024, we entered into an accelerated share repurchase program with Royal Bank of Canada (“RBC”) (the “2024 ASR Program”). The 2024 ASR Program was part of the 2020 Repurchase Program. Under the 2024 ASR Program, we pre-paid to RBC the \$50.0 million purchase price for our common stock and, in turn, we received an initial delivery of approximately 0.7 million shares of our common stock from RBC on March 1, 2024, which were retired and recorded as a \$40.0 million reduction to stockholders’ equity. The remaining \$10.0 million of the initial payment was recorded as a reduction to stockholders’ equity as an unsettled forward contract indexed to our stock. On March 18, 2024, the accelerated share

repurchase program was completed and we received an additional 0.1 million shares of our common stock, which were retired, as the final settlement of the 2024 ASR Program.

On November 2, 2023, we entered into a share repurchase plan (the “Buying Plan”) with RBC Capital Markets, LLC (“RBCCM”). The Buying Plan was part of the 2020 Repurchase Program. Under the Buying Plan, RBCCM commenced purchases for a 12-month period starting on November 2, 2023 and ending on November 1, 2024, with a provision to terminate sooner pursuant to the Buying Plan (the “Repurchase Period”). During the first quarter of 2024, the Buying Plan was amended and as a result, no purchases were made from the Buying Plan during the period from March 1, 2024 to March 28, 2024, while the 2024 ASR Program was in effect. During the third quarter of 2024, the Buying Plan was further amended to allow RBCCM to purchase an aggregate amount of \$100.0 million of our common stock, not to exceed \$50.0 million in a quarter. The execution of share repurchases is dependent on our stock price reaching certain levels. During the nine months ended September 30, 2024, we repurchased approximately 1.4 million shares for approximately \$63.1 million as part of the Buying Plan, which were retired and recorded as a reduction to stockholders’ equity.

On August 10, 2023, we entered into an accelerated share repurchase program with RBC (the “2023 ASR Program”). The 2023 ASR Program was part of the 2020 Repurchase Program. Under the 2023 ASR Program, we pre-paid to RBC the \$100.0 million purchase price for our common stock and, in turn, we received an initial delivery of approximately 1.6 million shares of our common stock from RBC on August 11, 2023, which were retired and recorded as an \$80.0 million reduction to stockholders’ equity. The remaining \$20.0 million of the initial payment was recorded as a reduction to stockholders’ equity as an unsettled forward contract indexed to our stock. On September 22, 2023, the accelerated share repurchase program was completed and we received an additional 0.2 million shares of our common stock, which were retired, as the final settlement of the 2023 ASR Program.

Effective January 1, 2023, our share repurchases are subject to a 1% excise tax as a result of the Inflation Reduction Act of 2022. As of September 30, 2024, we recorded an immaterial excise tax liability on our accompanying Unaudited Condensed Consolidated Balance Sheet of this Form 10-Q.

As of September 30, 2024, there remained an outstanding authorization to repurchase approximately 5.7 million shares of our outstanding common stock under the 2020 Repurchase Program.

We record share repurchases as a reduction to stockholders’ equity. We record a portion of the purchase price of the repurchased shares as an increase to accumulated deficit when the price of the shares repurchased exceeds the average original proceeds per share received from the issuance of common stock in accordance with our accounting policy.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based upon our Unaudited Condensed Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, investments, income taxes, litigation and other contingencies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Our critical accounting estimates include those regarding (1) revenue recognition, (2) goodwill, (3) intangible assets, (4) income taxes, (5) stock-based compensation and (6) business combinations. For a discussion of our critical accounting estimates, see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates” in our Annual Report on Form 10-K for the year ended December 31, 2023.

Recent Accounting Pronouncements

Refer to Note 2, “Recent Accounting Pronouncements,” of Notes to Unaudited Condensed Consolidated Financial Statements of this Form 10-Q for a discussion of recent accounting pronouncements, including the respective expected dates of adoption.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to financial market risks, primarily arising from the effect of interest rate fluctuations on our investment portfolio. Interest rate fluctuation may arise from changes in the market’s view of the quality of the security issuer, the overall economic outlook and the time to maturity of our portfolio. We mitigate this risk by investing only in highly rated, liquid instruments. Securities with original maturities of one year or less must be rated by two of the three industry standard rating agencies as follows: A1 by Standard & Poor’s, P1 by Moody’s and/or F-1 by Fitch. Securities with original maturities of greater

than one year must be rated by two of the following industry standard rating agencies as follows: AA- by Standard & Poor's, Aa3 by Moody's and/or AA- by Fitch. By corporate investment policy, we limit the amount of exposure to \$15.0 million or 10% of the portfolio, whichever is lower, for any single non-U.S. Government issuer. A single U.S. Agency can represent up to 25% of the portfolio. No more than 20% of the total portfolio may be invested in the securities of an industry sector, with money market fund investments evaluated separately. Our policy requires that at least 10% of the portfolio be in securities with a maturity of 90 days or less. We may make investments in time deposits, U.S. government-sponsored obligations and corporate bonds, commercial paper and notes with maturities up to 36 months. We bias our investment portfolio to shorter maturities. The majority of our investments are U.S. dollar denominated.

Our policy specifically prohibits trading securities for the sole purpose of realizing trading profits, however, we may liquidate a portion of our portfolio if we experience unforeseen liquidity requirements. In such a case, if the environment has been one of rising interest rates, we may experience a realized loss. Similarly, if the environment has been one of declining interest rates, we may experience a realized gain. As of September 30, 2024, we had an investment portfolio of fixed income marketable securities of \$331.6 million, including cash equivalents and time deposits. If market interest rates were to increase immediately and uniformly by 1.0% from the levels as of September 30, 2024, the fair value of the portfolio would decline by approximately \$1.7 million. Actual results may differ materially from this sensitivity analysis.

We invoice the majority of our customers in U.S. dollars. Although the fluctuation of currency exchange rates may impact our customers, and thus indirectly impact us, we do not attempt to hedge this indirect and speculative risk, other than as noted in the paragraph below. Our overseas operations consist primarily of international business operations in France, the Netherlands and the United Kingdom, design centers in Bulgaria, Canada, India, and Finland and small business development offices in China, South Korea and Taiwan. We monitor our foreign currency exposure and, as disclosed below, we have entered into foreign currency forward contracts to partially mitigate the exposure in currencies where we believed this was appropriate.

We have on occasion entered into foreign currency forward contracts (the "Contracts") to manage our exposure related to certain foreign currency denominated monetary assets (the "Hedging Program") and to minimize the related impact of foreign currency fluctuations on our earnings. The hedged monetary assets primarily consisted of certain euro-denominated cash and accounts receivable balances. Contracts are typically entered into at the end of a month, with an approximately one month duration at inception. As of September 30, 2024, no Contracts were outstanding and we have entered into no such contracts during 2024.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Management, with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2024, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the quarter ended September 30, 2024 that materially affected, or that we believe are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently a party to any material pending legal proceeding; however, from time to time, we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. Although the results of litigation and claims cannot be predicted with certainty, we currently believe that the final outcome of these ordinary course matters will not have a material adverse effect on our business, operating results, financial position or cash flows. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management attention and resources and other factors.

Item 1A. Risk Factors

Because of the following factors, as well as other variables affecting our operating results, past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods. See also “Note Regarding Forward-Looking Statements” at the beginning of this report.

Summary Risk Factors

Our business is subject to numerous risks and uncertainties that you should consider before investing in our company, as fully described below. The principal factors and uncertainties that make investing in our company risky include, among others:

- We have traditionally operated in, and may enter other, industries that are highly cyclical and competitive.
- Much of our revenue is concentrated in a few customers, and if we lose any of these customers through contract terminations, acquisitions or other means, our revenue may decrease substantially.
- Products that fail to meet their specifications or are defective could impose significant costs on us or result in loss of business.
- If we do not keep pace with technological innovations or customers’ increasing technological requirements, we may not be able to enhance our existing products and our products may not be competitive, and our revenue and operating results may suffer.
- If our customers do not incorporate our technologies into their products, or if our customers’ products are not commercially successful, our business would suffer.
- We may not be successful with new product introduction and/or expanding into new markets.
- We purchase inventory in advance based on expected demand for our products, and if demand is not as expected, we may have insufficient or excess inventory, which could adversely impact our financial condition.
- Our business is dependent on distributors to service our end customers.
- A meaningful portion of our future revenue depends on sustaining or growing our licensing revenue and the failure to achieve such revenue would lead to a material decline in our results of operations.
- Our licensing cycle is lengthy and costly, and our marketing and licensing efforts may be unsuccessful.
- Some of our license agreements may convert from royalty generating to fully paid-up licenses at the expiration of their terms, or upon certain milestones, and we may not receive royalties after that time.
- Future revenue is difficult to predict for several reasons, and our failure to predict revenue or revenue trends accurately may result in our stock price declining.
- We may fail to meet our publicly announced guidance or other expectations about our business, which would likely cause our stock price to decline.
- A substantial portion of our revenue is derived from sources outside of the United States and this revenue and our business generally are subject to risks related to international operations that are often beyond our control.
- Weak global economic conditions may adversely affect demand for the products and services of our customers and could otherwise harm our business.
- Our operations are subject to the effects of inflation.
- We rely on third parties for a variety of services, including manufacturing, and these third parties’ failure to perform these services adequately or change our allocation of their services/capacity due to industry or other pressures could materially and adversely affect our business.
- Our business and operations could suffer in the event of physical and cybersecurity breaches and incidents.
- We have in the past made and may in the future make acquisitions or enter into mergers, strategic investments, sales of assets, divestitures or other arrangements that may not produce expected operational benefits or operating and financial results.
- If we are unable to attract and retain qualified personnel globally, our business and operations could suffer.
- Our operations are subject to risks of natural disasters, acts of war, terrorism, widespread illness or security breaches or incidents at our domestic and international locations, any one of which could result in a business stoppage and negatively affect our operating results.

- In the future, we may fail to maintain an effective system of internal control over financial reporting or adequate disclosure controls and procedures, which may result in material misstatements of our consolidated financial statements or cause us to fail to meet our periodic reporting obligations.
- Unanticipated changes in our tax rates or in the tax laws, treaties and regulations could expose us to additional income tax liabilities, which could affect our operating results and financial condition.
- We are subject to various government restrictions and regulations, including on the sale of products and services that use encryption and other technology and those related to privacy and other consumer protection matters.
- Litigation and government proceedings could affect our business in materially negative ways.
- If we are unable to protect our inventions successfully through the issuance and enforcement of patents, our operating results could be adversely affected.
- Third parties may claim that our products or services infringe on their intellectual property (“IP”) rights, exposing us to litigation that, regardless of merit, may be costly to defend.
- Warranty, service level agreement and product liability claims brought against us could cause us to incur significant costs and adversely affect our operating results, as well as our reputation and relationships with customers.
- Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses.

Risks Associated with Our Business, Industry and Market Conditions

We have traditionally operated in, and may enter other, industries that are highly cyclical and competitive.

Our target customers are companies that develop and market high volume business and consumer products in semiconductors, computing, data centers, networks, tablets, handheld devices, mobile applications, gaming and graphics, high-definition televisions, cryptography and data security. The electronics industry is intensely competitive and has been impacted by rapid technological change, short product life cycles, cyclical market patterns, price erosion and increasing foreign and domestic competition. We are subject to many risks beyond our control that influence whether or not we are successful in winning target customers or retaining existing customers, including, primarily, competition in a particular industry, market acceptance of such customers’ products and the financial resources of such customers. In particular, DRAM manufacturers, which make up a significant part of our revenue, are prone to significant business cycles and have suffered material losses and other adverse effects to their businesses, leading to industry consolidation from time-to-time that may result in loss of revenue under our existing license agreements or loss of target customers. As a result of ongoing competition in the industries in which we operate and volatility in various economies around the world, we may achieve reduced market share, a reduced number of licenses or may experience tightening of customers’ operating budgets, difficulty or inability of our customers to pay our licensing fees, reduction in downstream demand, lengthening of the approval process for new products and licenses and consolidation among our customers. All of these factors may adversely affect the demand for our products and technologies and may cause us to experience substantial fluctuations in our operating results and financial condition.

We face competition from semiconductor and digital electronics products and systems companies, and other semiconductor IP companies that provide security and interface IP that are available to the market. We believe some of the competition for our technologies may come from our prospective customers, some of which are internally evaluating and developing products based on technologies that they contend or may contend will not require a license from us. Many of these companies are larger and may have better access to financial, technical and other resources than we possess and may be able to develop and advance competitive products more effectively.

To the extent that alternative technologies might provide comparable system performance at lower or similar cost to our technologies, or are perceived to require the payment of no or lower fees and/or royalties, or to the extent other factors influence the industry, our customers and prospective customers may adopt and promote such alternative technologies. Even to the extent we determine that such alternative technologies infringe our patents, there can be no assurance that we would be able to negotiate agreements that would result in royalties being paid to us without litigation, which could be costly and the results of which would be uncertain.

In addition, our efforts to introduce new products and/or expand into new markets subject us to additional risks. We may have limited or no experience in new products and markets, and our customers may not adopt our new offerings and/or new customers may not adopt our offerings. These and other new offerings may present new and difficult challenges, which could negatively affect our operating results.

Much of our revenue is concentrated in a few customers, and if we lose any of these customers through contract terminations, acquisitions or other means, our revenue may decrease substantially.

We have a high degree of revenue concentration. Our top five customers represented approximately 64% and 59% of our consolidated revenue for the nine months ended September 30, 2024 and 2023, respectively. Additionally, our top five customers represented approximately 62% and 58% of our consolidated revenue for the years ended December 31, 2023 and

2022, respectively. We expect to continue to experience significant revenue concentration for the foreseeable future. Our customers' demand for our products may fluctuate due to factors beyond our control. We could experience fluctuations in our customer base or the mix of revenue by customer as markets and strategies evolve. A disruption in our relationship with any of our customers could adversely affect our business. In addition, any consolidation of our customers could reduce the number of customers to whom our products may be sold or the demand for our products. Our inability to meet our customers' requirements or to qualify our products with them could adversely impact our revenue. The loss of, or restrictions on our ability to sell to, one or more of our major customers or any significant reduction in orders from, or a shift in product mix by customers, could have a material adverse effect on our operating results and financial condition.

In addition, our license agreements are complex and some contain terms that require us to provide certain customers with the lowest royalty rate that we provide to other customers for similar technologies, volumes and schedules. These clauses may limit our ability to effectively price differently among our customers, to respond quickly to market forces, or otherwise to compete on the basis of price. These clauses may also require us to reduce royalties payable by existing customers when we enter into or amend agreements with other customers. Any adjustment that reduces royalties from current customers or licensees may have a material adverse effect on our operating results and financial condition.

We continue to negotiate with customers and prospective customers to enter into license agreements. Any future agreement may trigger our obligation to offer comparable terms or modifications to agreements with our existing customers, which may be less favorable to us than the existing license terms. We expect licensing fees will continue to vary based on our success in renewing existing license agreements and adding new customers, as well as the level of variation in our customers' reported shipment volumes, sales price and mix, offset in part by the proportion of customer payments that are fixed. In addition, our license agreements may contain rights by the customer to terminate for convenience, or upon certain other events, such as change of control, material breach, insolvency or bankruptcy proceedings. If we are unsuccessful in entering into license agreements with new customers or renewing license agreements with existing customers, on favorable terms or at all, or if these agreements are terminated, our results of operations may decline significantly.

Some of our revenue is subject to the pricing policies of our customers over which we have no control.

We have no control over our customers' pricing of their products and there can be no assurance that licensed products will be competitively priced or will sell in significant volumes. Any premium charged by our customers in the price of memory and controller chips or other products over alternatives must be reasonable. If the benefits of our technology do not match the price premium charged by our customers, the resulting decline in sales of products incorporating our technology could harm our operating results.

Our customers often require our products to undergo a lengthy and expensive qualification process which does not assure product sales. If we are unsuccessful or delayed in qualifying any of our products with a customer, our business and operating results would suffer.

Prior to purchasing our products, our customers often require that our products undergo extensive qualification processes, which involve testing of our products in the customers' systems, as well as testing for reliability. This qualification process may continue for several months. However, qualification of a product by a customer does not assure any sales of the product to that customer. Even after successful qualification and sales of a product to a customer, a subsequent revision in third-party manufacturing processes or in customer requirements may require a new qualification process with our customers or changes to our yield or margin profiles, which may result in delays, our holding of excess or obsolete inventory, or other business challenges. After our products are qualified, it can take several months or more before the customer commences volume production of components or systems that incorporate our products. Despite these uncertainties, we devote substantial resources, including design, engineering, sales, marketing and management efforts, to qualify our products with customers in anticipation of sales. If we are unsuccessful or delayed in qualifying any of our products with a customer, sales of those products to the customer may be precluded or delayed, which may impede our growth and cause our business to suffer.

Products that fail to meet their specifications or are defective could impose significant costs on us or result in loss of business.

Products that do not meet their specifications or that contain, or are perceived by our customers to contain, defects could impose significant costs on us or otherwise materially adversely affect our operating results and financial condition. From time to time, we experience problems with nonconforming, defective, or incompatible products after we have shipped such products. In recent periods, we have further expanded our product offerings, which could potentially increase the chance that one or more of our products could fail to meet specifications in a particular application. Our products and technologies may be deemed fully or partially responsible for functionality in our customers' products and may result in sharing or shifting of product or financial liability from our customers to us for costs incurred by the end user as a result of our customers' products failing to perform as specified. In addition, if our products and technologies perform critical functions in our customers' products or are used in high-

risk consumer end products, such as automotive products, our potential liability may increase. We could be adversely affected in several ways, including the following:

- we may be required or agree to compensate customers for costs incurred or damages caused by defective or incompatible products and to replace products;
- we could incur a decrease in revenue or adjustment to pricing commensurate with the reimbursement of such costs or alleged damages;
- we may encounter adverse publicity, which could cause a decrease in sales of our products or harm our reputation or relationships with existing or potential customers; and
- our customers may reduce or cancel their orders with us or exclude us from further consideration as a supplier.

Any of the foregoing items could have a material adverse effect on our operating results and financial condition.

If we do not keep pace with technological innovations or customers' increasing technological requirements, we may not be able to enhance our existing products and our products may not be competitive, and our revenue and operating results may suffer.

We operate in rapidly changing, highly competitive markets. Technological advances, the introduction of new products and new design techniques could adversely affect our business unless we are able to adapt to changing conditions. Technological advances could render our products and technologies less competitive or obsolete, and we may not be able to respond effectively to the technological requirements of evolving markets. We may therefore be required to commit significant resources to enhancing and developing new technology, which may include purchasing or licensing advanced design tools and test equipment, hiring additional highly qualified engineering and other technical personnel, and continuing and expanding research and development activities on existing and potential technologies.

Our existing product offerings may present new and difficult challenges, and we may be subject to claims if customers of our offerings experience delays, failures, non-performance or other quality issues. In particular, we may experience difficulties with product design, qualification, manufacturing, including supply chain disruptions or shortages that might lead to an inability to meet customer demand, marketing or certification that could delay or prevent our development, introduction or marketing and sales of products. Although we intend to design our products to be fully compliant with applicable industry standards, proprietary enhancements may not in the future result in full conformance with existing industry standards under all circumstances. Further, our products must be enhanced periodically to keep up with evolving system requirements. Our introduction of new products could reduce the demand and revenue of our older products or affect their pricing.

Our research and development efforts with respect to new technologies may not result in customer or market acceptance. Some or all of those technologies may not successfully make the transition from the research and development stage to cost-effective production as a result of technology problems, competitive cost issues, yield problems, and other factors. Even if we successfully complete a research and development effort with respect to a particular technology, our customers may decide not to introduce or may terminate products utilizing the technology for a variety of reasons, including difficulties with other suppliers of components for the products, superior technologies developed by our competitors and unfavorable comparisons of our products with these technologies, price considerations and lack of anticipated or actual market demand for the products.

Our business model continues to transform towards greater reliance on product revenue. We could experience a slowdown in our customers' demand for our products in the near term; however, we anticipate our memory interface chips will contribute to continued long-term growth. If sales of our memory interface chips do not grow as anticipated, then our business could suffer as a result. Our business could be harmed if we are unable to develop and utilize new technologies that address the needs of our customers, or our competitors or customers develop and utilize new technologies more effectively or more quickly than we can. A transition by our customers to different business models could also result in reduced revenue. We cannot guarantee that we will be successful in keeping pace with all, or any, of the customer trends. Any investments made to enhance or develop new technologies that are not successful could have an adverse effect on our operating results and financial condition.

If our customers do not incorporate our technologies into their products, or if our customers' products are not commercially successful, our business would suffer.

We sell our memory interface chips directly and indirectly to memory module manufacturers and OEMs worldwide for integration into server memory modules. We cannot be assured that our customers' products will be commercially successful over time or at all as a result of factors beyond our control. If products incorporating our technologies are not commercially successful or experience rapid decline, our revenue and business will suffer. Further, we are continuing to expand into new segments and if our memory interface chips fail to achieve acceptance by customers in such segments, then our business could suffer as a result. Changes in our customers' order patterns could result in us holding excess quantities of inventory which could

result in us recording reserves for excess and obsolete inventory. Any such reserves would have an adverse effect on our operating results and financial condition.

We purchase inventory in advance based on expected demand for our products, and if demand is not as expected, we may have insufficient or excess inventory, which could adversely impact our financial condition.

As a fabless semiconductor company, we purchase our inventory from third-party manufacturers in advance of selling our products. We place orders with our manufacturers based on existing and expected orders from our customers and distributors for particular products. We are also subject to increased inventory risks and costs because we build our products based on forecasts provided by our customers and distributors before receiving purchase orders for the product. While most of our contracts with our customers and distributors include lead time requirements and cancellation penalties that are designed to protect us from misalignment between orders and inventory levels, we must nonetheless make some predictions when we place orders with our manufacturers and we are not always able to make adjustments to align with our inventory needs. Our customers and distributors may also fail to place orders or cancel orders for many reasons, including but not limited to trends in the global economy, business challenges, supply chain constraints, longer than expected inventory digestion or other changes in their business requirements. In the event that our predictions are inaccurate due to unexpected increases in orders or our manufacturers are unable to provide the inventory that we require, we may have insufficient inventory to meet our customers' and distributors' demands. In addition, a perceived negative trend in market conditions could lead us to decrease the manufacturing volume of our products to avoid excess inventory. If we inaccurately assess market conditions for our products, we could have insufficient inventory to meet the demands of our customers and distributors, resulting in loss of revenue. In the event that we order products that we are unable to sell due to a decrease in orders, unexpected order cancellations, import/export restrictions or product returns, we may have excess inventory which, if not sold, may need to be written down or would result in a decrease in our revenue in future periods. If any of these situations were to arise, it could have a material impact on our business, financial condition and results of operations.

The markets for semiconductor products are cyclical, and increased levels of inventory may lead to overcapacity and lower prices, and conversely, if we do not hold sufficient inventory, we may not be able to satisfy unexpected demand for our products.

The cyclical nature of the semiconductor industry has resulted in periods when demand for our products has increased or decreased rapidly. If we overbuild inventory in a period of decreased demand, or we expand our operations too rapidly or procure excessive resources in anticipation of increased demand for our products, and that demand does not materialize at the pace at which we expect, or declines, our operating results may be adversely affected as a result of charges related to obsolete inventory, inventory write-downs, increased operating expenses or reduced margins.

We may in the future experience periods of inventory adjustments by our customers and distributors that may adversely affect our operating results. In addition, we may not be able to expand our operations in a sufficiently timely manner, procure adequate resources and raw materials, locate suitable third-party suppliers or respond effectively to changes in demand for our existing products or to demand for new products requested by our customers and/or distributors, and our current or future business could be materially and adversely affected.

We periodically transition to newer generations of our semiconductor products as the market shifts to demand for such products. While we have managed prior product transitions and have previously sold multiple generations of products at the same time, these transitions are difficult to forecast and may result in under-supply or over-supply of inventory by product generation, which may negatively impact revenue and inventory reserves.

Our business is dependent on distributors to service our end customers.

We utilize distributors to sell primarily our memory interface chips to certain customers. We do not have long-term purchase commitments from our distributors. If a key distributor were to experience financial difficulties, including bankruptcy, this could materially impact our financial results due to potential losses from uncollectible receivables. Additionally, any oversupply of inventory at our distributors, whether due to an industry or economic downturn or other causes, could result in reduced sales in a given period, increased order push-outs, increased inventory returns and cause us to carry higher levels of inventory. This could result in us incurring charges for obsolete or excess inventory, or we may not fully recover our costs, which would reduce our gross margins. Violations of the Foreign Corrupt Practices Act, export controls and sanction laws, or similar laws, by our distributors could also have a material adverse impact on our business.

We may not be successful with new product introduction and/or expanding into new markets.

Various target markets for our products, such as artificial intelligence ("AI"), may develop slower than anticipated or could utilize competing technologies. The markets for some of these products depend in part upon the continued development and

deployment of various other technologies, which may or may not address the needs of the users of these products. We cannot predict the size or growth rate of these markets or the market share we will achieve or maintain in these markets in the future.

Our ability to generate significant revenue from new markets will depend on various factors, including the development and growth of these markets; the ability of our technologies and products to address the needs of these markets; the price and performance requirements of our customers, and the preferences of end users; and our ability to provide our customers with products that provide advantages compared with alternative products.

Our ongoing success in these markets will require us to offer better performance alternatives to other products at competitive costs. The failure of any of these target markets to develop as we expect, or our failure to serve these markets to a significant extent, will impede the sales growth of products incorporating our technology, which could harm our operating results.

A meaningful portion of our future revenue depends on sustaining or growing our licensing revenue and the failure to achieve such revenue would lead to a material decline in our results of operations.

While our business model continues to transform towards greater reliance on product revenue, a large portion of our revenue still consists of fees paid for access to our patented technologies, existing technology and other development and support services we provide to our customers. Our ability to secure and renew the licenses from which that revenue is derived depends on our customers adopting our technology and using it in the products they sell. If customers do not upgrade or enhance their product offerings to include such technologies, our revenue and operating results may be adversely affected. Once secured, license revenue may be negatively affected by factors within and outside our control, including reductions in our customers' sales prices, sales volumes, our failure to timely complete engineering deliverables and the actual terms of such licenses themselves. In addition, our licensing cycle for new licensees, as well as for renewals for existing licensees is lengthy, costly and unpredictable. We cannot provide any assurance that we will be successful in signing new license agreements or renewing existing license agreements on equal or favorable terms or at all. If we do not achieve our revenue goals, our results of operations could decline.

Our licensing cycle is lengthy and costly, and our marketing and licensing efforts may be unsuccessful.

The process of persuading customers to adopt and license our chip interface, data security IP and other technologies can be lengthy. Even if successful, there can be no assurance that our technologies will be used in a product that is ultimately brought to market, achieves commercial acceptance or results in significant royalties to us. We generally incur significant marketing and sales expenses prior to entering into our license agreements, generating a license fee and establishing a royalty stream from each customer. The length of time it takes to establish a new licensing relationship can take many months or even years. We may incur costs in any particular period before any associated revenue stream begins, if at all. If our marketing and sales efforts are very lengthy or unsuccessful, then we may face a material adverse effect on our business and results of operations as a result of failure to obtain, or an undue delay in obtaining, royalties.

Some of our license agreements may convert from royalty generating to fully paid-up licenses at the expiration of their terms, or upon certain milestones, and we may not receive royalties after that time.

From time to time, we enter into license agreements that automatically convert from royalty generating arrangements to fully paid-up licenses under which the customer is no longer required to make payments for all or certain components of the licensed technology or IP upon expiration or upon reaching certain milestones. We may not receive further royalties from customers for any licensed technology under those agreements if they convert to fully paid-up licenses because such customers will be entitled to continue using some, if not all, of the relevant IP or technology under the terms of the license agreements without further payment, even if relevant patents or technologies are still in effect. If we cannot find another source of royalties to replace the royalties from those license agreements that convert to fully paid-up licenses, our results of operations following such conversion could be adversely affected.

Future revenue is difficult to predict for several reasons, and our failure to predict revenue or revenue trends accurately may result in our stock price declining.

As we commercially launch each of our products, the sales volume of and resulting revenue from such products in any given period will be difficult to predict. Our lengthy license negotiation cycles could make a considerable portion of our future revenue difficult to predict because we may not be successful in entering into or renewing licenses with our customers on our anticipated timelines.

In addition, while some of our license agreements provide for fixed, quarterly royalty payments, many of our license agreements provide for volume-based royalties and may also be subject to caps on royalties in a given period. The sales volume and prices of our customers' products in any given period can be difficult to predict.

Because we provide memory interface chips, among others, that are used in end products and systems, demand for our products is influenced by the demand for end products sold by our customers or via distributors. As a result, we may have difficulty in accurately forecasting our product revenue. Our product revenue depends on the timing, scale, and speed of introductions of new end products and systems, as well as the ongoing demand for existing end products and systems, that incorporate our products, all of which are intrinsically difficult to forecast. In addition, demand for our products is influenced by the ability of our customers and distributors to manage their inventory. If our customers and distributors do not manage their inventory correctly or misjudge their customers' demand, our shipments to and orders from our customers and distributors may vary significantly, and we may have difficulty forecasting our inventory levels, which could reduce our product revenue, result in inventory write offs, and adversely affect our financial condition and results of operations. For these reasons, our actual results may differ substantially from analyst estimates or our forecasts in any given quarter.

We may fail to meet our publicly announced guidance or other expectations about our business, which would likely cause our stock price to decline.

We provide guidance regarding our expected financial and business performance, including our anticipated future revenue, operating expenses and other financial and operation metrics. Correctly identifying the key factors affecting business conditions and predicting future events is an inherently uncertain process. Any guidance that we provide may not always be accurate, or may vary from actual results, due to our inability to correctly identify and quantify risks and uncertainties to our business and to quantify their impact on our financial performance. We offer no assurance that such guidance will ultimately be accurate, and investors should treat any such guidance with appropriate caution. If we fail to meet our guidance or if we find it necessary to revise such guidance, even if such failure or revision is seemingly insignificant, investors and analysts may lose confidence in us and the market value of our common stock could be materially adversely affected.

A substantial portion of our revenue is derived from sources outside of the United States and this revenue and our business generally are subject to risks related to international operations that are often beyond our control.

For both the nine months ended September 30, 2024 and 2023, revenue from our international customers constituted approximately 61% of our total consolidated revenue. Additionally, for the years ended December 31, 2023 and 2022, revenue from our international customers constituted approximately 62% and 39%, respectively, of our total consolidated revenue. We expect that future revenue derived from international sources will continue to represent a significant portion of our total revenue.

To the extent that customer sales are not denominated in U.S. dollars, any royalties that are based on a percentage of the customers' sales and which we receive as a result of such sales could be subject to fluctuations in currency exchange rates. In addition, if the effective price of licensed products sold by our foreign customers were to increase as a result of fluctuations in the exchange rate of the relevant currencies, demand for licensed products could fall, which in turn would reduce our royalties. From time to time, we use limited financial instruments to hedge foreign exchange rate risk, however such instruments may not be sufficient to cover such risk.

Trade-related government actions, whether implemented by the United States, China, the European Union or other countries, that impose barriers or restrictions impacting our ability to sell or ship products to certain customers may have a negative impact on our financial condition and results of operations. We cannot predict the actions government entities may take in this context and may be unable to quickly offset or effectively react to government actions that restrict our ability to sell to certain customers or in certain jurisdictions. Government actions that affect our customers' ability to sell products or access critical elements of their supply chains may result in a decreased demand for their products, which may consequently reduce their demand for our products.

In addition, the U.S. government has announced controls affecting the ability to send certain products and technology related to semiconductors, semiconductor manufacturing and supercomputing to China without an export license and added additional entities to restricted party lists. While the Company currently has not been materially adversely impacted by these new restrictions, we may be impacted in the future if such controls are expanded to cover our key products/markets.

We currently have international business, business development, and design operations in Bulgaria, Canada, China, Finland, France, India, the Netherlands, South Korea, and Taiwan. Our international operations and revenue are subject to a variety of risks that are beyond our control, including:

- hiring, maintaining and managing a workforce and facilities remotely and under various legal systems, including compliance with local labor and employment laws;
- non-compliance with our code of conduct or other corporate policies;
- compliance with and international laws involving international operations, including the Foreign Corrupt Practices Act of 1977, as amended, sanctions and anti-corruption laws, export and import laws and similar rules and regulations;

- natural disasters, acts of war, terrorism, widespread global pandemics or illness, such as COVID-19 and its variants, or security breaches or incidents;
- export controls, tariffs, import and licensing restrictions, climate-change regulations and other trade barriers;
- profits, if any, earned abroad being subject to local tax laws and not being repatriated to the United States or, if repatriation is possible, limited in amount;
- adverse tax treatment of revenue from international sources and changes to tax laws and regulations, including being subject to foreign tax laws and being liable for paying withholding, income or other taxes in foreign jurisdictions;
- longer payment cycles and greater difficulty in collecting accounts receivable;
- unanticipated changes in foreign government laws and regulations, including imposition of bans on sales of goods or services to one or more of our significant foreign customers;
- increased financial accounting and reporting burdens and complexities;
- lack of protection of our IP and other contract rights by jurisdictions in which we may do business to the same extent as the laws of the United States;
- potential vulnerability to computer system, internet or other systemic attacks, such as denial of service, viruses or other malware which may be caused by criminals, terrorists or other groups or sophisticated organizations;
- social, political and economic instability;
- geopolitical instability, including changes in diplomatic and trade relationships, in particular with China and Taiwan, and potentially in Israel and the Middle East;
- disruptions in global logistics, including air, waterway and other delivery methods; and
- cultural differences in the conduct of business both with customers and in conducting business in our international facilities and international sales offices.

We and our customers are subject to many of the risks described above with respect to companies which are located in different countries. There can be no assurance that one or more of the risks associated with our international operations will not result in a material adverse effect on our business, financial condition or results of operations.

Weak global economic conditions may adversely affect demand for the products and services of our customers and could otherwise harm our business.

Our operations and performance depend significantly on worldwide economic conditions. Current and future uncertainty in the worldwide economy due to inflation, geopolitics, major central bank policies, including interest rate increases or related changes, public health crises or other global factors, could adversely affect our business. Adverse economic conditions could also affect demand for our products and our customers' products. If our customers experience reduced demand or excess inventory as a result of global or regional economic conditions or otherwise, this could result in reduced royalty revenue and/or product sales and our business and results of operations could be harmed. Inflationary pressures and shortages have in the past increased, and may increase in the future, costs for materials, supplies and labor, which could cause our expenses to increase at a rate faster than our product pricing to recover such increases, which may further result in a material adverse effect on our business, financial condition or results of operations.

Additionally, deterioration of conditions in worldwide credit markets could limit our ability to obtain external financing, if needed, to fund our operations and capital expenditures. In addition, we may experience losses on our holdings of cash and investments due to failures of financial institutions and other parties. Difficult economic conditions may also result in a higher rate of losses on our accounts receivable due to credit defaults. As a result, downturns in the worldwide economy could have a material adverse effect on our business, results of operations and financial condition.

Any failure in our delivery of high-quality technical support services may adversely affect our relationships with our customers and our financial results.

Our customers depend on our support organization to resolve technical issues and provide ongoing maintenance relating to our products and services. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for support services. Increased customer demand for these services, without corresponding revenue, could increase costs and adversely affect our operating results. In addition, our sales process is highly dependent on our offerings and business reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality technical support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, our ability to sell our solutions to existing and prospective customers and our business, operating results and financial position.

Our operations are subject to the effects of inflation.

The United States has recently experienced historically high levels of inflation. While inflation rates have moderated in recent quarters, if the inflation rate increases again as a result of increases in the costs of labor and supplies, it will affect our expenses, such as employee compensation and research and development charges. Research and development expenses account for a significant portion of our operating expenses. Additionally, the United States has recently experienced an acute workforce shortage of qualified applicable talent, which in turn has created a competitive wage environment that may increase our operating costs. To the extent inflation results in rising interest rates and has other adverse effects on the market, it may adversely affect our consolidated financial condition and results of operations.

Risks Associated with Our Supply and Third Party Manufacturing

We rely on third parties for a variety of services, including manufacturing, and these third parties' failure to perform these services adequately or change our allocation of their services/capacity due to industry or other pressures could materially and adversely affect our business.

We rely on third parties for a variety of services, including our manufacturing supply chain partners and third parties within our sales and distribution channels. Some of these third parties are, and may be, our sole manufacturer or sole source of certain production materials and may be located in regions subject to geopolitical uncertainty (e.g., tensions between China and Taiwan and evolving export/import restrictions). If we fail to manage our relationships with these manufacturers and suppliers effectively, or if they experience delays, disruptions, geopolitical changes, capacity constraints/allocation pressures or quality control problems in their operations, our ability to ship products to our customers could be impaired and our competitive position and reputation could be harmed. In addition, any adverse change in any of our manufacturers and suppliers' financial or business condition could disrupt our ability to supply quality products to our customers. If we are required to change our manufacturers, we may lose revenue, incur increased costs and damage our end-customer relationships. In addition, porting to and qualifying a new manufacturer and commencing production can be an expensive and lengthy process. If our third-party manufacturers or suppliers are unable to provide us with adequate supplies of high-quality products for any other reason, we could experience a delay in our order fulfillment, and our business, operating results and financial condition would be adversely affected. In the event these and other third parties we rely on fail to provide their services adequately, including as a result of errors in their systems, industry pressures or events beyond their control, or refuse to provide these services on terms acceptable to us, and we are not able to find suitable alternatives, our business may be materially and adversely affected. In addition, our orders may represent a relatively small percentage of the overall orders received by our manufacturers from their customers. As a result, fulfilling our orders may not be considered a priority in the event our manufacturers are constrained in their ability to fulfill all of their customer obligations in a timely manner. If our manufacturers are unable to provide us with adequate supplies of high-quality products, or if we or our manufacturers are unable to obtain adequate quantities of components, it could cause a delay in our order fulfillment, in which case our business, operating results and financial condition could be adversely affected.

Semiconductor supply chain disruptions have been well publicized in the recent past. We believe that we could experience various supply constraints related to our memory interface chip business in the future. For example, to the extent we do not have sufficient wafer and packaging substrate firm commitments from our third-party suppliers or they are otherwise unable to provide such services and materials, we may not obtain the materials needed on our desired timelines or at reasonable prices. Large swings in demand could exceed our contracted supply and/or our suppliers' capacity to meet those demand changes resulting in a shortage of parts, materials or capacity needed to manufacture our products. While we continually work with our suppliers to mitigate the impact of the supply constraints to our customer deliveries, in the event of a shortage or supply interruption from suppliers of our components, we may not be able to develop alternate sources quickly, cost-effectively or at all. An extended period of global supply chain and economic disruption could have a material negative impact on our business, results of operations, access to sources of liquidity and financial condition, though the full extent and duration is uncertain.

Additionally, various sources of supply-chain risk, including strikes or shutdowns at delivery ports or loss of or damage to our products while they are in transit or storage, IP theft, losses due to tampering, third-party vendor issues with quality or sourcing control, failure by our suppliers to comply with applicable laws and regulations, potential tariffs or other trade restrictions, geopolitical uncertainty and related military actions or other similar problems could limit or delay the supply of our products. Any interruption or delay in manufacturing or component supply, any increases in manufacturing or component costs, or the inability to obtain these services or components from alternate sources at acceptable prices and within a reasonable amount of time would harm our ability to provide our products to customers on a timely basis. This could harm our relationships with our customers, prevent us from acquiring new customers and materially and adversely affect our business.

If the manufacturing and/or packaging process for our products is disrupted by operational issues, natural disasters or other events, our business, results of operations or financial condition could be materially adversely affected.

We rely on subcontractors to manufacture and package our products using highly complex processes that require technologically advanced equipment and continuous modification. Our subcontractors maintain operations and continuously implement new product and process technology at facilities which are dispersed in multiple locations in Asia. As a result of the necessary interdependence within our network of manufacturing and packaging facilities, an operational disruption at one of our or a subcontractor's facilities may have a disproportionate impact on our ability to produce many of our products.

From time to time, there have been disruptions in our subcontractors' operations as a result of power outages, improperly functioning equipment, disruptions in supply of raw materials or components or equipment failures. Our subcontractors have manufacturing and other operations in locations subject to natural disasters and possible climate changes, such as severe and variable weather and geological events resulting in increased costs, or disruptions to our manufacturing operations or those of our suppliers or customers. In addition, climate change may pose physical risks to our manufacturing facilities or our suppliers' facilities, including increased extreme weather events that could result in supply delays or disruptions. Other events, including political or public health crises, such as an outbreak of contagious diseases like COVID-19, may also affect our subcontractors' production capabilities.

If production is disrupted for any reason, manufacturing yields may be adversely affected, or we may be unable to meet our customers' requirements and they may purchase products from other suppliers. This could result in a significant increase in manufacturing costs, loss of revenue or damage to customer relationships, any of which could have a material adverse effect on our business.

We rely on a number of third-party providers for data center hosting facilities, equipment, maintenance and other services, and the loss of, or problems with, one or more of these providers may impede our growth or cause us to lose customers.

We rely on third-party providers to supply data center hosting facilities, equipment, maintenance and other services in order to enable us to provide some of our services and have entered into various agreements for such services. The continuous availability of our services depends on the operations of those facilities, on a variety of network service providers and on third-party vendors. In addition, we depend on our third-party facility providers' ability to protect these facilities against damage or interruption from natural disasters, power or telecommunications failures, criminal acts, cyber-attacks and similar events. If there are any lapses of service or damage to a facility, we could experience lengthy interruptions in our service, as well as delays and additional expenses in arranging new facilities and services. Even with current and planned disaster recovery arrangements, our business could be harmed. Any interruptions or delays in our service, whether as a result of third-party error, our own error, natural disasters, criminal acts, security breaches or other causes, whether accidental or willful, could harm our relationships with customers, harm our reputation and cause our revenue to decrease and/or our expenses to increase. Also, in the event of damage or interruption, our insurance policies may not adequately compensate us for any losses that we may incur. These factors in turn could further reduce our revenue, subject us to liability and cause us to issue credits or cause us to lose customers, any of which could materially adversely affect our business.

Certain software and/or IP blocks that we use in or with some of our products is licensed from third parties and, for that reason, may not be available to us in the future, which has the potential to delay product development and production or cause us to incur additional expense, which could materially adversely affect our business, financial condition, operating results and cash flow.

Some of our products and services contain or function with software and/or IP blocks licensed from third parties. Some of these licenses may not be available to us in the future on terms that are acceptable to us or allow our products to remain competitive. The loss of these licenses or the inability to maintain any of them on commercially acceptable terms could delay development of future offerings or the enhancement of existing products and services. We may also choose to pay a premium price for such a license in certain circumstances where continuity of the licensed product would outweigh the premium cost of the license. The unavailability of these licenses or the necessity of agreeing to commercially unreasonable terms for such licenses could materially adversely affect our business, financial condition, operating results and cash flow.

Risks Associated with Our Business Operations

Our business and operations could suffer in the event of physical and cybersecurity breaches and incidents.

Attempts by others to gain unauthorized access to and disrupt our information technology systems are becoming more sophisticated. These attempts, which might be related to industrial or other espionage, may include covertly introducing malware to our computers and networks (or those of our customers) and impersonating authorized users, phishing attempts and other forms of social engineering, employee or contractor malfeasance, denial of service attacks and ransomware attacks, among others. We seek to detect and investigate all security incidents impacting our systems and to prevent their recurrence, but

in some cases, we might be unaware of an incident or its magnitude and effects. We also utilize third-party service providers to host, transmit or otherwise process electronic data in connection with our business activities, including our supply chain processes, operations and communications. Our customers also often have access to and host our confidential IP and business information on their own internal and directed third-party systems. We, our customers, and/or our third-party service providers have faced and may continue to face security threats and attacks from a variety of sources. Our data, corporate systems, third-party systems and security measures and those of our customers or the third parties that support us or our services may be subject to breaches or intrusions due to the actions of outside parties, employee error, malfeasance, a combination of these or otherwise, including social engineering and employee and contractor error or malfeasance, especially as certain of our employees engage in work from home arrangements, and, as a result, an unauthorized party may obtain access to our systems, networks or data, including IP and confidential business information of ourselves and our customers. There have been and may continue to be significant supply chain attacks, and we cannot guarantee that our or our third-party service providers' systems and networks have not been breached or that they do not contain exploitable defects or bugs that could result in a breach of or disruption to our systems and networks or the systems and networks of our customers or of third parties that support us and our services. Geopolitical tensions, instability and conflicts may increase the cybersecurity risks that we, our customers, and the third parties that support us face. We and our service providers may face difficulties or delays in identifying or responding to any actual or perceived security breach or incident. The theft or other unauthorized acquisition of, unauthorized use, publication or other processing of or access to our IP and/or confidential business information could harm our competitive position and reputation, reduce the value of our investment in research and development and other strategic initiatives or otherwise adversely affect our business. In the event of any security breach or incident, including any breach or incident that results in inappropriate access to, or loss, corruption, unavailability or unauthorized acquisition, disclosure or other processing of our or our customers' confidential information or any personal information we or our third-party service providers maintain, including that of our employees, we could suffer a loss of IP or loss of data, may be subject to claims, liability and proceedings and may incur liability and otherwise suffer financial harm.

Any actual, alleged or perceived breach of security in our systems or networks, or any other actual, alleged or perceived data security incident we or our third-party service providers or customers suffer, could result in damage to our reputation, negative publicity, loss of customers and sales, harm to our market position, increased costs to remedy any problems and otherwise respond to any incident, regulatory investigations and enforcement actions, claims, litigation, proceedings and other liability. In addition, we may incur significant costs and operational consequences of investigating, remediating, eliminating and putting in place additional tools and devices designed to prevent actual or perceived security breaches and other security incidents, as well as the costs to comply with any notification or other legal obligations resulting from any security incidents. Any of these negative outcomes could result in substantial costs and diversion of resources, distract management and technical personnel, adversely impact our sales and reputation and seriously harm our business or operating results.

Although we maintain insurance coverage that may cover certain liabilities in connection with some security breaches and other security incidents, we cannot be certain our insurance coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on commercially reasonable terms (if at all) or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, or denials of coverage, could have a material adverse effect on our business, including our financial condition, results of operations and reputation.

Failures in our products and services or in the products of our customers, including those resulting from security vulnerabilities, defects, bugs or errors, could harm our business.

Our products and services are highly technical and complex, and among our various businesses our products and services are crucial to providing security and other critical functions for our customers' operations. Our products and services have from time to time contained and may in the future contain undetected errors, bugs, defects or other security vulnerabilities. Some errors in our products and services may only be discovered after a product or service has been deployed and used by customers and may in some cases only be detected under certain circumstances or after extended use. In addition, because the techniques used by hackers to access or sabotage our products and services and other technologies change and evolve frequently and generally are not recognized until launched against a target, we may be unable to anticipate, detect or prevent these techniques and may not address them in our data security technologies. Any errors, bugs, defects or security vulnerabilities discovered in our solutions after commercial release could adversely affect our revenue, our customer relationships and the market's perception of our products and services. We may not be able to correct any errors, bugs, defects, security flaws or vulnerabilities promptly or at all. Any breaches, defects, errors or vulnerabilities in our products and services could result in:

- expenditure of significant financial and research and development resources in efforts to analyze, correct, eliminate or work around breaches, errors, bugs or defects or to address and eliminate vulnerabilities;
- financial liability to customers for breach of certain contract provisions, including indemnification obligations;

- loss of existing or potential customers;
- product shipment restrictions or prohibitions to certain customers;
- delayed or lost revenue;
- delay or failure to attain market acceptance;
- negative publicity, which would harm our reputation; and
- litigation, regulatory inquiries or investigations that would be costly and harm our reputation.

Changes in accounting principles and guidance could result in unfavorable accounting charges or effects.

We prepare our financial statements in accordance with accounting principles generally accepted in the United States and these principles are subject to interpretation by the SEC, the Financial Accounting Standards Board (“FASB”) and various bodies formed to interpret and create appropriate accounting principles and guidance. A change in these principles or application guidance, or in their interpretations, may have a material effect on our reported results, as well as our processes and related controls, and may retroactively affect previously reported results.

We have in the past made and may in the future make acquisitions or enter into mergers, strategic investments, sales of assets, divestitures or other arrangements that may not produce expected operational benefits or operating and financial results.

From time to time, we engage in acquisitions, strategic transactions, strategic investments, divestitures and potential discussions with respect thereto. For example, we acquired Hardent, Inc. in May 2022. We also divested our PHY IP group in September 2023. Many of our acquisitions or strategic investments entail a high degree of risk, including those involving new areas of technology and such investments may not become accretive for several years after the date of the investment, if at all. Our acquisitions or strategic investments may not provide the advantages that we anticipated or generate the financial returns we expect, including if we are unable to close any pending acquisitions. For example, for any pending or completed acquisitions, we may discover unidentified issues not discovered in due diligence, and we may be subject to regulatory approvals or liabilities that are not covered by indemnification protection or become subject to litigation.

Achieving the anticipated benefits of business acquisitions depends in part upon our ability to integrate the acquired businesses in an efficient and effective manner and achieve anticipated synergies, and we may not be successful in these efforts. The integration of companies that have previously operated independently is complex and time consuming and may result in significant challenges, including, among others: retaining key employees; successfully integrating new employees, facilities, products, processes, operations, business models and systems, technology and sales and distribution channels; retaining customers and suppliers of the acquired business; minimizing the diversion of management’s and other employees’ attention from ongoing business matters; coordinating geographically separate organizations; consolidating research and development operations; consolidating corporate and administrative infrastructures; implementing controls, processes and policies appropriate for a public company at acquired companies that may have previously lacked such controls, processes and policies; and managing the increased scale, complexity and globalization of our business, operations and employee base.

Additional risks related to our acquisitions or strategic investments include, but are not limited to:

- difficulty in combining the technology, products or operations of the acquired business with our business;
- difficulty in integrating and retaining the acquired workforce, including key employees;
- diversion of capital and other resources, including management’s attention;
- assumption of liabilities and incurring amortization expenses, impairment charges to goodwill or write-downs of acquired assets;
- integrating financial forecasting and controls, procedures and reporting cycles;
- coordinating and integrating operations in countries in which we have not previously operated;
- acquiring business challenges and risks, including, but not limited to, disputes with management and integrating international operations and joint ventures;
- difficulty in realizing a satisfactory return, if any return at all;
- difficulty in obtaining or inability to obtain governmental and regulatory consents and approvals, other approvals or financing;
- the potential impact of complying with governmental or other regulatory restrictions placed on an acquisition;
- the potential impact on our stock price and financial results if we are unable to obtain regulatory approval for an acquisition, are required to pay reverse breakup fees or are otherwise unable to close an acquisition;
- failure and costs associated with the failure to consummate a proposed acquisition or other strategic investment;

- legal proceedings initiated as a result of an acquisition or investment;
- the potential for our acquisitions to result in dilutive issuances of our equity securities;
- the potential variability of the amount and form of any performance-based consideration;
- uncertainties and time needed to realize the benefits of an acquisition or strategic investment, if at all;
- negative changes in general economic conditions in the regions or the industries in which we or our acquired business operate;
- the need to determine an alternative strategy if an acquisition or strategic investment does not meet our expectations;
- potential failure of our due diligence processes to identify significant issues with the acquired assets or company; and
- impairment of relationships with, or loss of our acquired business' employees, vendors and customers, as a result of our acquisition or investment.

Our strategic investments in new areas of technology may involve significant risks and uncertainties, including distraction of management from current operations, greater than expected liabilities and expenses, inadequate return of capital and unidentified issues not discovered in due diligence. These investments are inherently risky and may not be successful.

In addition, we may record impairment charges related to our acquisitions or strategic investments. Any losses or impairment charges that we incur related to acquisitions, strategic investments or sales of assets will have a negative impact on our financial results and the market value of our common stock, and we may continue to incur new or additional losses related to acquisitions or strategic investments.

We may have to incur debt or issue equity securities to pay for any future acquisitions, which debt could involve restrictive covenants or which equity security issuance could be dilutive to our existing stockholders. We may also use cash to pay for any future acquisitions which will reduce our cash balance.

From time to time, we may also divest certain assets. These divestitures or proposed divestitures may involve the loss of revenue and/or potential customers, and the market for the associated assets may dictate that we sell such assets for less than what we paid. In addition, in connection with any asset sales or divestitures, we may be required to provide certain representations, warranties, licenses and/or covenants to buyers. While we would seek to ensure the accuracy of such representations and warranties and fulfillment of any ongoing obligations, we may not be completely successful and consequently may be subject to claims by a purchaser of such assets or related erosion of revenue or loss of customers.

If our counterparties are unable to fulfill their financial and other obligations to us, our business and results of operations may be affected adversely.

Any downturn in economic conditions or other business factors could threaten the financial health of our counterparties, including companies with which we have entered into licensing, asset/product sale and/or settlement agreements, and their ability to fulfill their financial and other obligations to us. Such financial pressures on our counterparties may eventually lead to bankruptcy proceedings or other attempts to avoid financial obligations that are due to us. Because bankruptcy courts have the power to modify or cancel contracts of the petitioner which remain subject to future performance and alter or discharge payment obligations related to pre-petition debts, we may receive less than all of the payments that we would otherwise be entitled to receive from any such counterparty as a result of bankruptcy proceedings.

If we are unable to attract and retain qualified personnel globally, our business and operations could suffer.

Our success is dependent upon our ability to identify, attract, compensate, motivate and retain qualified personnel, especially engineers, senior management and other key personnel. The loss of the services of any key employees could be disruptive to our development efforts, business relationships and strategy and could cause our business and operations to suffer.

All of our officers and other U.S. employees are at-will employees, which means they may terminate their employment relationship with us at any time, and their knowledge of our business and industry would be extremely difficult to replace. Any changes in our senior management team in particular, even in the ordinary course of business, may be disruptive to our business. While we seek to manage these transitions carefully, including by establishing strong processes and procedures and succession planning, such changes may result in a loss of institutional knowledge and cause disruptions to our business. If our senior management team fails to work together effectively or execute our plans and strategies on a timely basis as a result of management turnover or otherwise, our business could be harmed.

Our future success depends in large part upon the continued service and enhancement of our management team and our employees. If there are unexpected changes in management, such changes could be disruptive and could negatively affect our sales, operations, culture, future recruiting efforts and strategic direction. Competition for qualified executives is intense, and if we are unable to compensate our key talent appropriately and continue expanding our management team, or successfully

integrate new additions to our management team in a manner that enables us to scale our business and operations effectively, our ability to operate effectively and efficiently could be limited or negatively impacted. In addition, changes in key management positions may temporarily affect our financial performance and results of operations as new management becomes familiar with our business, processes and strategy. The loss of any of our key personnel, or our inability to attract, integrate and retain qualified employees who join us organically and through acquisitions, could require us to dedicate significant financial and other resources to such personnel matters, disrupt our operations and seriously harm our operations and business.

Our operations are subject to risks of natural disasters, acts of war, terrorism, widespread illness or security breaches or incidents at our domestic and international locations, any one of which could result in a business stoppage and negatively affect our operating results.

Our business operations depend on our ability to maintain and protect our facilities, computer systems and personnel, which are primarily located in the San Francisco Bay Area in the United States, Bulgaria, Canada, France, India, the Netherlands, South Korea, and Taiwan. The San Francisco Bay Area is in close proximity to known earthquake fault zones and sites of recent historic wildfires. Our facilities and transportation for our employees are susceptible to damage from earthquakes and other natural disasters such as fires, floods, droughts, extreme temperatures and similar events. Should a catastrophe disable our facilities, we do not have readily available alternative facilities from which we could conduct our business, so any resultant work stoppage could have a negative effect on our operating results. We also rely on our network infrastructure and technology systems for operational support and business activities which are subject to physical and cyber damage, and also susceptible to other related vulnerabilities common to networks and computer systems.

New epidemics, pandemics or outbreaks of novel diseases may arise at any time, and may adversely affect the economies and financial markets of many countries, resulting in an economic downturn that may impact overall technology spending, demand for our products and our operating results. Furthermore, such disruption in the global financial markets may reduce our ability to access capital or our customers' ability to pay us for past or future purchases, which could negatively affect our liquidity.

We and our suppliers could be affected by laws and regulations enacted in response to concerns regarding climate change, conflict minerals, responsible sourcing practices, public health crises, contagious disease outbreaks or other matters, which could limit the supply of our materials and/or increase the cost. Environmental regulations could limit our ability to procure or use certain chemicals or materials in our operations or products. In addition, disruptions in transportation lines could delay our receipt of materials.

Acts of terrorism, climate-change related risk, widespread illness or global pandemics, international conflict, war and any event that causes failures or interruption in our network infrastructure and technology systems could have a negative effect at our international and domestic facilities and could harm our business, financial condition and operating results.

We rely upon the accuracy of our customers' recordkeeping, and any inaccuracies or payment disputes for amounts owed to us under our licensing agreements may harm our results of operations.

Many of our license agreements require our customers to document the manufacture and sale of products that incorporate our technology and report this data to us on a quarterly basis. While licenses with such terms give us the right to audit books and records of our customers to verify this information, audits rarely are undertaken because they can be expensive, time consuming and potentially detrimental to our ongoing business relationship with our customers. Therefore, we typically rely on the accuracy of the reports from customers without independently verifying the information in them. Our failure to audit our customers' books and records may result in our receiving more or less royalty revenue than we are entitled to under the terms of our license agreements. If we conduct royalty audits in the future, such audits may trigger disagreements over contract terms with our customers and such disagreements could hamper customer relations, divert the efforts and attention of our management from normal operations and impact our business operations and financial condition.

Our business and operating results could be harmed if we undertake any restructuring activities.

From time to time, we may undertake restructurings of our business, including discontinuing certain products, services and technologies and planned reductions in force. There are several factors that could cause restructurings to have adverse effects on our business, financial condition and results of operations. These include potential disruption of our operations, the development of our technology, the deliveries to our customers and other aspects of our business. Loss of sales, service and engineering talent, in particular, could damage our business. Any restructuring would require substantial management time and attention and may divert management from other important work. Employee reductions or other restructuring activities also would cause us to incur restructuring and related expenses such as severance expenses. Moreover, we could encounter delays in executing any restructuring plans, which could cause further disruption and additional unanticipated expense.

Problems with our information systems could interfere with our business and could adversely impact our operations.

We rely on our information systems and those of third parties for fulfilling licensing and contractual obligations, processing customer orders, delivering products, providing services and support to our customers, billing and tracking our customer orders, performing accounting operations and otherwise running our business. If our systems fail, our disaster and data recovery planning and capacity may prove insufficient to enable timely recovery of important functions and business records. Any disruption in our information systems and those of the third parties upon whom we rely could have a significant impact on our business. Additionally, our information systems may not support new business models and initiatives and significant investments could be required in order to upgrade them. Delays in adapting our information systems to address new business models and accounting standards could limit the success or result in the failure of such initiatives and impair the effectiveness of our internal controls. Even if we do not encounter these adverse effects, the implementation of these enhancements may be much more costly than we anticipated. If we are unable to successfully implement the information systems enhancements as planned, our operating results could be negatively impacted.

Certain software we use is from open source code sources, which, under certain circumstances, may lead to unintended consequences and, therefore, could materially adversely affect our business, financial condition, operating results and cash flow.

We use open source software in our services and we intend to continue to use open source software in the future. From time to time, there have been claims challenging the ownership of open source software against companies that incorporate open source software into their products or alleging that these companies have violated the terms of an open source license. As a result, we could be subject to lawsuits by parties claiming ownership of what we believe to be open source software or alleging that we have violated the terms of an open source license. Litigation could be costly for us to defend, have a negative effect on our operating results and financial condition or require us to devote additional research and development resources to change our solutions. In addition, if we were to combine our proprietary software solutions with open source software in certain manners, we could, under certain open source licenses, be required to publicly release the source code of our proprietary software solutions. If we inappropriately use open source software, we may be required to re-engineer our solutions, discontinue the sale of our solutions, release the source code of our proprietary software to the public at no cost or take other remedial actions. There is a risk that open source licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our solutions, which could adversely affect our business, operating results and financial condition.

In the future, we may fail to maintain an effective system of internal control over financial reporting or adequate disclosure controls and procedures, which may result in material misstatements of our consolidated financial statements or cause us to fail to meet our periodic reporting obligations.

If we are not able to comply with the requirements of the Sarbanes-Oxley Act or if we are unable to maintain effective internal control over financial reporting and disclosure controls and procedures, we may not be able to produce timely and accurate financial statements or guarantee that information required to be disclosed by us in the reports that we file with the SEC is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Any failure of our internal control over financial reporting or disclosure controls and procedures could result in material misstatements of our consolidated financial statements, which could cause our investors to lose confidence in our publicly reported information, cause the market price of our stock to decline, expose us to sanctions or investigations by the SEC or other regulatory authorities, or impact our results of operations.

Unanticipated changes in our tax rates or in the tax laws, treaties and regulations could expose us to additional income tax liabilities, which could affect our operating results and financial condition.

We are subject to income taxes in both the United States and various foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes and, in the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. Our effective tax rate could be adversely affected by several factors, many of which are outside of our control, including changes in the mix of earnings and losses in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in tax laws, rates, treaties and regulations or the interpretation of the same, changes to the financial accounting rules for income taxes, the outcome of current and future tax audits, examinations or administrative appeals and certain non-deductible expenses. Our tax determinations are regularly subject to audit by tax authorities and developments in those audits could adversely affect our income tax provision, and we are currently undergoing such audits of certain of our tax returns. Although we believe that our tax estimates are reasonable, the final determination of tax audits or tax disputes may be different from what is reflected in our historical income tax provisions, which could affect our operating results.

The Organization for Economic Cooperation and Development has proposed imposing a 15% global minimum tax, and this proposal has been adopted or is being considered by a number of countries. The Inflation Reduction Act, among other changes, imposes a 1% excise tax on certain stock repurchases and a 15% alternative minimum tax on adjusted financial statement income. If we are subject to additional tax liabilities, our financial performance may be adversely affected. In addition, many jurisdictions are actively considering changes to existing tax laws or have proposed or enacted new laws that could increase our tax obligations in countries where we do business or cause us to change the way we operate our business. Any of these developments or changes in federal, state or international tax laws or tax rulings could adversely affect our effective tax rate and our operating results.

Risks Associated with Litigation, Regulation and Our Intellectual Property

We are subject to various government restrictions and regulations, including on the sale of products and services that use encryption and other technology and those related to privacy and other consumer protection matters.

Various countries have adopted controls, license requirements and restrictions on the export, import and use of products or services that contain encryption technology. In addition, governmental agencies have proposed additional requirements for encryption technology, such as requiring the escrow and governmental recovery of private encryption keys. Restrictions on the sale or distribution of products or services containing encryption technology may impact our ability to license data security technologies to the manufacturers and providers of such products and services in certain markets or may require us or our customers to make changes to the licensed data security technology that is embedded in such products to comply with such restrictions. Government restrictions, or changes to the products or services of our customers to comply with such restrictions, could delay or prevent the acceptance and use of such customers' products and services. In addition, the United States and other countries have imposed export controls that prohibit the export of encryption and other technology to certain countries, entities and individuals. Our failure to comply with export and use regulations concerning encryption technology could subject us to sanctions and penalties, including fines, and suspension or revocation of export or import privileges. Additionally, climate change concerns and the potential resulting environmental impact may result in new environmental, health and safety laws and regulations that may affect us, our suppliers and our customers. Such laws or regulations could cause us to incur additional direct costs for compliance, as well as increased indirect costs resulting from our customers, suppliers or both incurring additional compliance costs that are passed on to us. These costs may adversely impact our results of operations and financial condition.

We are subject to a variety of laws and regulations in the United States, the European Union and other countries that involve, for example, user privacy, data protection and security, content and consumer protection. Privacy and data protection regimes implemented in the European Union, the United Kingdom, California and other jurisdictions have been enacted that include penalties for noncompliance that potentially could run into the tens of millions of dollars. Other jurisdictions, including numerous states, countries and the U.S. federal government, are also contemplating such legislation. Existing and potential future laws and regulations relating to these matters may require us to modify our practices with respect to the collection, use, disclosure and other processing of data. Existing and proposed laws and regulations relating to these matters can be costly and challenging to comply with and can delay or impede the development of new products, result in negative publicity, increase our operating costs and subject us to claims or other remedies.

We are subject to disclosure and reporting requirements for companies that use "conflict" minerals mined from the Democratic Republic of Congo and adjoining countries in their products, whether or not these products are manufactured by third parties. These requirements could affect the sourcing and availability of minerals that are used in the manufacture of our products. We have to date incurred costs and expect to incur significant additional costs associated with complying with the disclosure requirements, including for example, due diligence in regard to the sources of any conflict minerals used in our products, in addition to the cost of remediation and other changes to products, processes or sources of supply as a consequence of such verification activities. Additionally, we may face reputational challenges with our customers and other stakeholders if we are unable to sufficiently verify the origins of all minerals used in our products through the due diligence procedures that we implement. We may also face challenges with government regulators and our customers and suppliers if we are unable to sufficiently verify that the metals used in our products are conflict free.

Litigation and government proceedings could affect our business in materially negative ways.

We may be subject to legal claims or regulatory matters involving consumer, stockholder, employment, competition, IP and other issues on a global basis. Litigation can be lengthy, expensive and disruptive to our operations, and results cannot be predicted with certainty. An adverse decision could include monetary damages or, in cases for which injunctive relief is sought, an injunction prohibiting us from manufacturing or selling one or more of our products or technologies. If we were to receive an unfavorable ruling on a matter, our business, operating results or financial condition could be materially harmed.

We have in the past, and may in the future, become engaged in litigation stemming from our efforts to protect and enforce our patents and IP and make other claims, which could adversely affect our IP rights, distract our management and cause substantial expenses and declines in our revenue and stock price.

We seek to diligently protect our IP rights and will continue to do so. While we are not currently involved in IP litigation, any future litigation, whether or not determined in our favor or settled by us, would be expected to be costly, may cause delays applicable to our business (including delays in negotiating licenses with other actual or potential customers), would be expected to discourage future design partners, would tend to impair adoption of our existing technologies and would divert the efforts and attention of our management and technical personnel from other business operations. In addition, we may be unsuccessful in any litigation if we have difficulty obtaining the cooperation of former employees and agents who were involved in our business during the relevant periods related to our litigation and are now needed to assist in cases or testify on our behalf. Furthermore, any adverse determination or other resolution in litigation could result in our losing certain rights beyond the rights at issue in a particular case, including, among other things: our being effectively barred from suing others for violating certain or all of our IP rights; our patents being held invalid or unenforceable or not infringed; our being subjected to significant liabilities; our being required to seek licenses from third parties; our being prevented from licensing our patented technology; or our being required to renegotiate with current customers on a temporary or permanent basis.

From time to time, we are subject to proceedings by government agencies that may result in adverse determinations against us and could cause our revenue to decline substantially.

An adverse resolution by or with a governmental agency could result in severe limitations on our ability to protect and license our IP and could cause our revenue to decline substantially. Third parties have and may attempt to use adverse findings by a government agency to limit our ability to enforce or license our patents in private litigation, to challenge or otherwise act against us with respect to such government agency proceedings.

Further, third parties have sought and may seek review and reconsideration of the patentability of inventions claimed in certain of our patents by the U.S. Patent and Trademark Office (“USPTO”) and/or the European Patent Office (the “EPO”). Any re-examination or inter partes review proceedings may be initiated by the USPTO’s Patent Trial and Appeal Board (“PTAB”). The PTAB and the related former Board of Patent Appeals and Interferences have previously issued decisions in a few cases, finding some challenged claims of our patents to be valid and others to be invalid. Decisions of the PTAB are subject to further USPTO proceedings and/or appeal to the Court of Appeals for the Federal Circuit. A final adverse decision, not subject to further review and/or appeal, could invalidate some or all of the challenged patent claims and could also result in additional adverse consequences affecting other related U.S. or European patents, including in any IP litigation. If a significant number of such patents are impaired, our ability to enforce or license our IP would be significantly weakened and could cause our revenue to decline substantially.

The pendency of any governmental agency acting as described above may impair our ability to enforce or license our patents or collect royalties from existing or potential customers, as any litigation opponents may attempt to use such proceedings to delay or otherwise impair any pending cases and our existing or potential customers may await the final outcome of any proceedings before agreeing to new licenses or to paying royalties.

Litigation or other third-party claims of IP infringement could require us to expend substantial resources and could prevent us from developing or licensing our technology on a cost-effective basis.

Our research and development and product programs are in highly competitive fields in which numerous third parties have issued patents and patent applications with claims closely related to the subject matter of our programs. We and/or our customers may be named as a defendant in lawsuits claiming that our technology infringes upon the IP rights of third parties. As we develop additional products and technology, we may face claims of infringement of various patents and other IP rights by third parties. In the event of a third-party claim or a successful infringement action against us, we may be required to pay substantial damages, to stop developing and licensing our infringing technology, to develop non-infringing technology and to obtain licenses, which could result in our paying substantial royalties or our granting of cross licenses to our technologies. We may not be able to obtain licenses from other parties at a reasonable cost, or at all, which could cause us to expend substantial resources, or result in delays in, or the cancellation of, new products. Moreover, customers and/or suppliers of our products may seek indemnification for alleged infringement of IP rights. We could be liable for direct and consequential damages and expenses, including attorneys’ fees. A future obligation to indemnify our customers and/or suppliers may harm our business, financial condition and operating results.

If we are unable to protect our inventions successfully through the issuance and enforcement of patents, our operating results could be adversely affected.

We have an active program to protect our proprietary inventions through the filing of patents. There can be no assurance, however, that:

- any current or future U.S. or foreign patent applications will be approved and not be challenged by third parties;
- our issued patents will protect our IP and not be challenged by third parties;
- the validity of our patents will be upheld;
- our patents will not be declared unenforceable;
- the patents of others will not have an adverse effect on our ability to do business;
- Congress or the U.S. courts or foreign countries will not change the nature or scope of rights afforded patents or patent owners or alter in an adverse way the process for seeking or enforcing patents;
- changes in law will not be implemented, or changes in interpretation of such laws will occur, that will affect our ability to license, protect and/or enforce our patents and other IP;
- new legal theories and strategies utilized by our competitors will not be successful;
- others will not independently develop similar or competing chip interfaces or design around any patents that may be issued to us; or
- factors such as difficulty in obtaining cooperation from inventors, pre-existing challenges or litigation or license or other contract issues will not present additional challenges in securing protection with respect to patents and other IP that we acquire.

If any of the above were to occur, our operating results could be adversely affected.

Furthermore, patent reform legislation, such as the Leahy-Smith America Invents Act, could increase the uncertainties and costs surrounding the prosecution of any patent applications and the enforcement or defense of our licensed patents. The federal courts, the USPTO, the Federal Trade Commission, and the U.S. International Trade Commission have also recently taken certain actions and issued rulings that have been viewed as unfavorable to patentees. While we cannot predict what form any new patent reform laws or regulations may ultimately take, or what impact recent or future reforms may have on our business, any laws or regulations that restrict or negatively impact our ability to enforce our patent rights against third parties could have a material adverse effect on our business.

In addition, our patents will continue to expire according to their terms, with expected expiration dates ranging from 2024 to 2043. Our failure to continuously develop or acquire successful innovations and obtain patents on those innovations could significantly harm our business, financial condition, results of operations, or cash flows.

Our inability to protect the IP we create and own would cause our business to suffer.

We rely primarily on a combination of license, development and nondisclosure agreements, trademark, trade secret and copyright law and contractual provisions to protect our non-patentable IP rights. If we fail to protect these IP rights, our customers and others may seek to use our technology without the payment of license fees and royalties, which could weaken our competitive position, reduce our operating results and increase the likelihood of costly litigation. The growth of our business depends in part on the use of our IP in the products of third-party manufacturers, and our ability to enforce IP rights against them to obtain appropriate compensation. In addition, effective trade secret protection may be unavailable or limited in certain foreign countries. Although we intend to protect our rights vigorously, if we fail or are otherwise unable to do so, our business will suffer.

Effective protection of trademarks, copyrights, domain names, patent rights and other IP rights is expensive and difficult to maintain, both in terms of application and maintenance costs, as well as the costs of defending and enforcing those rights. The efforts we have taken to protect our IP rights may not be sufficient or effective. Our IP rights may be infringed, misappropriated or challenged, which could result in them being narrowed in scope or declared invalid or unenforceable. In addition, the laws or practices of certain countries do not protect our proprietary rights to the same extent as do the laws of the United States. Significant impairments of our IP rights, and limitations on our ability to assert our IP rights against others, could have a material and adverse effect on our business.

Third parties may claim that our products or services infringe on their IP rights, exposing us to litigation that, regardless of merit, may be costly to defend.

Our success and ability to compete are also dependent upon our ability to operate without infringing upon the patent, trademark and other IP rights of others. Third parties may claim that our current or future products or services infringe upon

their IP rights. Defense of any such claim, with or without merit, could be time consuming, divert management's attention from our business operations and result in significant expenses. We cannot assure you that we would be successful in defending against any such claims. In addition, parties making these claims may be able to obtain injunctive or other equitable relief affecting our ability to commercialize the products that incorporate the challenged IP. As a result of such claims, we may be required to obtain licenses from third parties, develop alternative technology or redesign our products. We cannot be sure that such licenses would be available on terms acceptable to us, if at all. We also may not have sufficient indemnification from our applicable vendors, if any. If a successful claim is made against us and we are unable to develop or license alternative technology, our business, financial condition, operating results and cash flows could be materially adversely affected.

Any dispute regarding our products or services may require us to indemnify certain customers, the cost of which could severely hamper our business operations and financial condition.

In any potential dispute involving our products, our customers could also become the target of litigation. Some of our agreements provide for indemnification, and some require us to provide technical support and information to a customer that is involved in litigation involving use of our technology. In addition, we may be exposed to indemnification obligations, risks and liabilities that were unknown at the time that we acquired assets or businesses for our operations. Any of these indemnification and support obligations could result in substantial and material expenses. In addition to the time and expense required for us to indemnify or supply such support to our customers, a customer's development, marketing and sales of licensed semiconductors, mobile communications and data security technologies could be severely disrupted or shut down as a result of litigation, which in turn could severely hamper our business operations and financial condition as a result of lower or no royalty payments.

Warranty, service level agreement and product liability claims brought against us could cause us to incur significant costs and adversely affect our operating results, as well as our reputation and relationships with customers.

We may from time to time be subject to warranty, service level agreement and product liability claims with regard to product performance and our services. We could incur material losses as a result of warranty, support, repair or replacement costs in response to customer complaints or in connection with the resolution of contemplated or actual legal proceedings relating to such claims. In addition to potential losses arising from claims and related legal proceedings, warranty and product liability claims could affect our reputation and our relationship with customers. We also may not have sufficient indemnification from our applicable vendors, if any. We generally attempt to limit the maximum amount of indemnification or liability that we could be exposed to under our contracts, however, this is not always possible.

We have been party to, and may in the future be subject to, lawsuits relating to securities law matters which may result in unfavorable outcomes and significant judgments, settlements and legal expenses which could cause our business, financial condition and results of operations to suffer.

We and certain of our current and former officers and directors have been subject to several stockholder derivative actions, securities fraud class actions and/or individual lawsuits filed in federal court. The complaints generally alleged that the defendants violated the federal and state securities laws and stated state law claims for fraud and breach of fiduciary duty. Although to date these complaints have either been settled or dismissed, the amount of time to resolve any future lawsuits is uncertain, and these matters could require significant management and financial resources. Unfavorable outcomes and significant judgments, settlements and legal expenses in litigation related to any future securities law claims could have material adverse impacts on our business, financial condition, results of operations, cash flows and the trading price of our common stock.

Participation in standards setting organizations may subject us to IP licensing requirements or limitations that could adversely affect our business and prospects.

In the course of our participation in the development of emerging standards for some of our present and future products, we may be obligated to grant to all other participants a license to our patents that are essential to the practice of those standards on reasonable and non-discriminatory, or RAND, terms, or on a royalty-free basis. As a result of such obligations, we may be required to license our patents or other IP to others in the future, which could limit the value of the patents and effectiveness of our patents against competitors.

Risks Associated with Capitalization Matters

The price of our common stock may continue to fluctuate.

Our common stock is listed on The Nasdaq Global Select Market under the symbol “RMBS.” The trading price of our common stock has at times experienced price volatility and may continue to fluctuate significantly in response to various factors, some of which are beyond our control. Some of these factors include:

- any progress, or lack of progress, real or perceived, in the development of products that incorporate our innovations and technology companies’ acceptance of our products, including the results of our efforts to expand into new target markets;
- our signing or not signing new licenses or renewing existing licenses, and the loss of strategic relationships with any customer;
- announcements of technological innovations or new products by us, our customers or our competitors;
- changes in our strategies, including changes in our licensing focus and/or acquisitions or dispositions of companies or businesses with business models or target markets different from our core;
- changes in macroeconomic conditions, increased risk of recession and geopolitical issues, including the effects of tensions between China and Taiwan, and potentially in Israel and the Middle East;
- positive or negative reports by securities analysts as to our expected financial results and business developments;
- developments with respect to patents or proprietary rights and other events or factors;
- new litigation and the unpredictability of litigation results or settlements;
- repurchases of our common stock on the open market;
- issuance of additional securities by us, including in acquisitions, or large cash payments, including in acquisitions; and
- changes in accounting pronouncements.

In addition, the stock market in general, and prices for companies in our industry in particular, have experienced extreme volatility that often has been unrelated to the operating performance of such companies. The trading price of our common stock may fluctuate widely due to various factors, including, but not limited to, actual or anticipated fluctuations in our financial condition and operating results, changes in financial forecasts or estimates by us or financial or other market estimates and ratings by securities and other analysts, changes in our capital structure, including issuance of additional debt or equity to the public, interest rate changes, regulatory changes, news regarding our products or products of our competitors and broad market and industry fluctuations.

Investors in our common stock may not realize any return on their investment in us and may lose some or all of their investment. Volatility in the trading price of our common stock could also result in the filing of securities class action litigation matters, which could result in substantial costs and the diversion of management time and resources.

Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses.

Changing laws, regulations and standards relating to corporate governance and public disclosure have historically created uncertainty for companies such as ours. Any new or changed laws, regulations and standards are subject to varying interpretations due to their lack of specificity, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

Our amended and restated certificate of incorporation and amended and restated bylaws, Delaware law, and certain other agreements contain provisions that could discourage transactions resulting in a change in control, which may negatively affect the market price of our common stock.

Our amended and restated certificate of incorporation, our amended and restated bylaws and Delaware law contain provisions that might enable our management to discourage, delay or prevent a change in control. In addition, these provisions could limit the price that investors would be willing to pay in the future for shares of our common stock. Pursuant to such provisions:

- our board of directors is authorized, without prior stockholder approval, to create and issue preferred stock, commonly referred to as “blank check” preferred stock, with rights senior to those of common stock, which means that a stockholder rights plan could be implemented by our board;
- our board of directors is staggered into two classes, only one of which is elected at each annual meeting;
- stockholder action by written consent is prohibited;

- nominations for election to our board of directors and the submission of matters to be acted upon by stockholders at a meeting are subject to advance notice requirements, including compliance with the “universal proxy rules” under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for nominations for election to the board of directors or for proposing matters that can be acted upon at stockholder meetings;
- certain provisions in our amended and restated certificate of incorporation and amended and restated bylaws, such as notice to stockholders, the ability to call a stockholder meeting, advance notice requirements and action of stockholders by written consent may only be amended with the approval of stockholders holding 66 2/3% of our outstanding voting stock;
- our stockholders have no authority to call special meetings of stockholders; and
- our board of directors is expressly authorized to make, alter or repeal our bylaws.

We are also subject to Section 203 of the Delaware General Corporation Law, which provides, subject to enumerated exceptions, that if a person acquires 15% or more of our outstanding voting stock, the person is an “interested stockholder” and may not engage in any “business combination” with us for a period of three years from the time the person acquired 15% or more of our outstanding voting stock.

Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware and the federal district courts of the United States will be the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court in Delaware or the federal district court for the District of Delaware) is the exclusive forum for the following (except for any claim as to which such court determines that there is an indispensable party not subject to the jurisdiction of such court (and the indispensable party does not consent to the personal jurisdiction of such court within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than such court or for which such court does not have subject matter jurisdiction):

- any derivative action or proceeding brought on behalf of us;
- any action asserting a claim of breach of a fiduciary duty;
- any action asserting a claim against us arising under the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws (as either may be amended from time to time); and
- any action asserting a claim against us that is governed by the internal affairs doctrine.

This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the U.S. federal courts have exclusive jurisdiction.

Our amended and restated bylaws further provide that the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.

These exclusive-forum provisions may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees. Any person or entity purchasing or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to these provisions. There is uncertainty as to whether a court would enforce such provisions, and the enforceability of similar choice of forum provisions in other companies’ charter documents has been challenged in legal proceedings. It is possible that a court could find these types of provisions to be inapplicable or unenforceable, and if a court were to find either exclusive-forum provision in our amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could seriously harm our business.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Share Repurchase Program

On October 29, 2020, our Board approved a share repurchase program authorizing the repurchase of up to an aggregate of 20.0 million shares (the “2020 Repurchase Program”). Share repurchases under the 2020 Repurchase Program may be made through the open market, established plans or privately negotiated transactions in accordance with all applicable securities laws, rules and regulations. There is no expiration date applicable to the 2020 Repurchase Program.

As part of the 2020 Repurchase Program, in the third quarter of 2023, we entered into an accelerated share repurchase program with Royal Bank of Canada (“RBC”) on August 10, 2023, (the “2023 ASR Program”), which was also completed in the third quarter of 2023. In the first quarter of 2024, we entered into an accelerated share repurchase program with RBC on February 29, 2024 (the “2024 ASR Program”), which was also completed in the first quarter of 2024.

On November 2, 2023, we entered into a share repurchase plan (the “Buying Plan”) with RBC Capital Markets, LLC (“RBCCM”) as part of the broader share repurchase program authorized by our Board on October 29, 2020.

After giving effect to the ASR programs and the Buying Plan, detailed in the table below, there remained an outstanding authorization to repurchase approximately 5.7 million shares of our outstanding common stock under the 2020 Repurchase Program.

We record stock repurchases as a reduction to stockholders’ equity. We record a portion of the purchase price of the repurchased shares as an increase to accumulated deficit when the price of the shares repurchased exceeds the average original proceeds per share received from the issuance of common stock.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares that May Yet be Purchased Under the Program
Cumulative shares repurchased as of December 31, 2023	12,120,419	\$ 28.89	12,120,419	7,879,581
February 1, 2024 - February 29, 2024 ⁽¹⁾	11,284	\$ 54.73	11,284	7,868,297
March 1, 2024 - March 31, 2024 ⁽²⁾	805,340	\$ 62.09	805,340	7,062,957
April 1, 2024 - April 30, 2024 ⁽¹⁾	94,431	\$ 49.86	94,431	6,968,526
May 1, 2024 - May 31, 2024 ⁽¹⁾	126,305	\$ 61.69	126,305	6,842,221
July 1, 2024 - July 31, 2024 ⁽¹⁾	10,328	\$ 58.09	10,328	6,831,893
August 1, 2024 - August 31, 2024 ⁽¹⁾	700,694	\$ 44.37	700,694	6,131,199
September 1, 2024 - September 30, 2024 ⁽¹⁾	461,632	\$ 39.67	461,632	5,669,567
Cumulative shares repurchased as of September 30, 2024	<u>14,330,433</u>		<u>14,330,433</u>	

⁽¹⁾ In November 2023, we entered into a share repurchase plan (the “Buying Plan”) with RBC Capital Markets, LLC (“RBCCM”). The Buying Plan was part of the 2020 Repurchase Program. During the fourth quarter of 2023, an immaterial amount of shares was repurchased, retired and recorded as a reduction to stockholders’ equity. During the nine months ended September 30, 2024, we repurchased approximately \$1.4 million shares for approximately \$63.1 million as part of the Buying Plan, which were retired and recorded as a reduction to stockholders’ equity.

⁽²⁾ In February 2024, we entered into the 2024 ASR Program with RBC to repurchase an aggregate of \$50.0 million of our common stock. We made an upfront payment of \$50.0 million pursuant to the accelerated share repurchase program and received an initial delivery of approximately 0.7 million shares, which were retired and recorded as a \$40.0 million reduction to stockholders’ equity. The remaining \$10.0 million of the initial payment was recorded as a reduction to stockholders’ equity as an unsettled forward contract indexed to our stock. On March 18, 2024, the accelerated share repurchase program was completed and we received an additional 0.1 million shares of our common stock, which were retired, as the final settlement of the accelerated share repurchase program. The total shares of our common stock received and retired under the terms of the accelerated share repurchase program were 0.8 million, with an average price paid per share of \$62.09.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Securities Trading Plans of Directors and Executive Officers

During the third quarter of 2024, no directors or officers, as defined in Rule 16a-1(f), adopted, modified and/or terminated a “Rule 10b5-1 trading arrangement,” and no directors or officers, as defined in Rule 16a-1(f), adopted, modified and/or terminated a “non-Rule 10b5-1 trading arrangement,” each as defined in Item 408 of Regulation S-K.

Item 6. Exhibits

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
31.1	Certification of Principal Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 [†]	Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2 [†]	Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

[†] The certifications furnished in Exhibit 32.1 and 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RAMBUS INC.

Date: October 30, 2024

By: /s/ Desmond Lynch
Desmond Lynch
Senior Vice President, Finance and Chief Financial Officer
(Principal Financial Officer and Duly Authorized Officer)

**CERTIFICATION PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Luc Seraphin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rambus Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2024

By: /s/ Luc Seraphin
Name: Luc Seraphin
Title: Chief Executive Officer (Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Desmond Lynch, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rambus Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 30, 2024

By: /s/ Desmond Lynch
Name: Desmond Lynch
Title: Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Luc Seraphin, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Rambus Inc. for the quarter ended September 30, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Rambus Inc.

Date: October 30, 2024

By: /s/ Luc Seraphin
Name: Luc Seraphin
Title: Chief Executive Officer (Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Desmond Lynch, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Rambus Inc. for the quarter ended September 30, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Rambus Inc.

Date: October 30, 2024

By: /s/ Desmond Lynch
Name: Desmond Lynch
Title: Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)