SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person* Armony Izhar			2. Date of Event Requiring Statement (Month/Day/Year) 3. Issuer Name and Ticker or Trading Symbol 05/03/2011 RPX Corp [RPXC]						
(Last) (First) (Middle) 1000 WINTER STREET				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner		(Mon	5. If Amendment, Date of Original Filed (Month/Day/Year)		
SUITE 3300				Officer (give title below)	Other (spec below)	Appli	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) WALTHAM	MA	02451					X		One Reporting Person More than One Irson
(City)	(State)	(Zip)							
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direct or Indirect (I (Instr. 5)	(D) (Instr.	. Nature of Indirect Beneficial Ownership nstr. 5)	
Table II - Derivative Securities Beneficially Owned(e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Series A Preferred Stock		(1)	(1)	Common Stock ⁽¹⁾	3,448,276 ⁽²⁾	(1)	I	See Footnote ⁽³⁾	
Series A-1 Preferred Stock		(4)	(4)	Common Stock ⁽⁴⁾	3,466,445 ⁽⁵⁾	(4)	I	See Footnote ⁽³⁾	
Series B Preferred Stock		(6)	(6)	Common Stock ⁽⁶⁾	1,574,003(7)	(6)	Ι	See Footnote ⁽³⁾	
Series C Preferred Stock		(8)	(8)	Common Stock ⁽⁸⁾	109,255 ⁽⁹⁾	(8)	Ι	See Footnote ⁽³⁾	

Explanation of Responses:

1. Effective upon the issuer's sale of its common stock in its initial public offering, each share of Series A convertible preferred stock will automatically convert into 1 share of common stock. The Series A convertible preferred stock has no expiration date.

2. Represents 3,354,132 shares held by Charles River Partnership XIII, LP ("CRP XIII") and 94,144 shares held by Charles River Friends XIII-A, LP ("CRF XIII-A"). CRP XIII and CRF XIII-A form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. Mr. Armony disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

3. Charles River XIII GP, LP ("CR XIII GP LP") is the general partner of CRP XIII; Charles River XIII GP, LLC ("CR XIII GP LLC") is the general partner of both CRF XIII-A and CR XIII GP LP. Izhar Armony is one of the managing partners of CR XIII GP LLC, and does not have sole voting or dispositive power with respect to the reported securities. Each of CR XIII GP LP, CR XIII GP LLC, and Mr. Armony may be deemed to beneficially own the reported securities, but each disclaims beneficial ownership of the reported securities except to the extent of its/his pecuniary interest therein. The filing of this statement by any reporting person shall not be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement.

4. Effective upon the issuer's sale of its common stock in its initial public offering, each Share of Series A-1 convertible preferred stock will automatically convert into 1 share of common stock. The Series A-1 convertible preferred stock has no expiration date.

5. Represents 3,371,805 shares held by CRP XIII and 94,640 shares held by CRF XIII-A. Mr. Armony disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein. 6. Effective upon the issuer's sale of its common stock in its initial public offering, each share of Series B convertible preferred stock will automatically convert into 1 share of common stock. The Series B convertible preferred stock has no expiration date.

7. Represents 1,531,030 shares held by CRP XIII and 42,973 shares held by CRF XIII-A. Mr. Armony disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

8. Effective upon the issuer's sale of its common stock in its initial public offering, each share of Series C convertible preferred stock will automatically convert into 1 share of common stock. The Series C convertible preferred stock has no expiration date

9. Represents 106,272 shares held by CRP XIII and 2,983 shares held by CRF XIII-A. Mr. Armony disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

Sarah Reed as Attorney-in-Fact for Izhar Armony 05/03/2011

** Signature of Reporting Person Date

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

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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