

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 22, 2014

RPX Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of Incorporation)

001-35146

(Commission File No.)

26-2990113

(IRS Employer Identification No.)

One Market Plaza

Suite 800

San Francisco, CA 94105

(Address of principal executive offices, including zip code)

(866) 779-7641

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On December 22, 2014, RPX Corporation (the “Company”) and RPX Clearinghouse LLC (a wholly-owned subsidiary of the Company) entered into an Asset Purchase Agreement by and among Rockstar Consortium US LP, Rockstar Consortium LLC, Bockstar Technologies LLC, Constellation Technologies LLC, MobileStar Technologies LLC, and NetStar Technologies LLC (the “Sellers”), for the purchase of substantially all of the patent assets owned or controlled by the Sellers (the “Transaction”), as well as other ancillary agreements, including but not limited to an Escrow Agreement by and among the Sellers, Citibank, N.A., acting as escrow agent, RPX Clearinghouse LLC and the Company (the “Escrow Agreement”). RPX Clearinghouse LLC will pay the Sellers \$25 million as a non-refundable deposit within two business days of the execution of the Asset Purchase Agreement and, assuming the satisfaction of the third-party funding commitments described below and the satisfaction of the closing conditions under the Asset Purchase Agreement, the Sellers will receive an additional payment of \$875 million from escrow pursuant to the Escrow Agreement upon the closing of the Transaction.

RPX Clearinghouse LLC has received funding commitments for the Transaction from a syndicate of more than 30 companies including an expected contribution of approximately \$35 million from the Company. Upon the closing of the Transaction, which is subject to regulatory approval and other customary conditions, syndicate participants will receive non-exclusive licenses to the patent assets included in the Transaction, and RPX Clearinghouse will make the patent assets available for license to all other interested companies under fair, reasonable, and non-discriminatory terms.

On December 23, 2014, the Company issued a press release announcing the Transaction, the full text of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No.	Description
99.1	Press release issued by RPX Corporation dated December 23, 2014

SIGNATURES

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 hereunto duly authorized.

RPX Corporation

By: /s/ MARTIN E. ROBERTS

Martin E. Roberts

General Counsel

Dated: December 23, 2014



RPX Corporation Purchases Rockstar Patents

SAN FRANCISCO - December 23, 2014 - RPX Corporation (NASDAQ: RPXC) today announced that its subsidiary, RPX Clearinghouse LLC, executed an agreement to purchase the patent assets controlled by Rockstar Consortium LLC. Rockstar is the entity formed in 2011 by Apple, Blackberry, Ericsson, Microsoft, and Sony to purchase approximately 6,000 patent assets from the Nortel bankruptcy estate. Approximately 2,000 of these patent assets were previously distributed to various Rockstar owners and are not part of this transaction. RPX Clearinghouse will receive license payments from a syndicate of over 30 companies, including Cisco and Google. Upon closing, which is subject to regulatory approval and other customary conditions, syndicate participants will receive non-exclusive licenses to the Rockstar patents, and RPX Clearinghouse will make the patents available for license to all other interested companies under fair, reasonable, and non-discriminatory (FRAND) terms.

"We are pleased to act as a clearinghouse and underwrite an agreement between the owners of Rockstar and our syndicate of licensees," said John A. Amster, Chief Executive and Co-founder of RPX. "Leading technology companies from multiple industries came together to shape this transaction. We commend everyone involved for their leadership and commitment to clearing the risk of the Rockstar portfolio by negotiating a reasonable purchase price in one efficient transaction."

The RPX Clearinghouse syndicate includes a broad range of software and media providers, semi-conductor manufacturers, wireless carriers and wireline network operators, Multiple System Operators (MSOs), and Original Equipment Manufacturers (OEMs).

"With RPX acting as a clearinghouse and deal manager, a global consortium of unprecedented scale came together willingly and reached a fair value for licensing patent rights in a negotiated business transaction instead of a courtroom. This is an approach and transaction that is constructive for the entire industry," said Mark Chandler, General Counsel of Cisco.

"Today's announcement is good news for our industry as it demonstrates our patent system working to promote innovation," said Erich Andersen, Vice President and Deputy General Counsel of Microsoft. "We joined Rockstar to ensure that both Microsoft and our industry would have broad access to the Nortel patent portfolio and we're pleased to have accomplished that goal through this sale and our valuable license to the patents being sold."

"This is the largest syndicate of its kind, and it proves once again that our clearinghouse approach can transform the patent licensing process from one dominated by prolonged litigation to one that is transparent, scalable, and provides a rational outcome for licensors and licensees alike," said Amster.

RPX received a transaction fee for its work, a portion of which has already been included in 2014 guidance and the remainder of which will be recognized upon closing. In addition, RPX expects to contribute approximately \$35 million to the transaction in exchange for ownership of the patents. RPX will recoup a majority of the investment from licensees already under contract. More details about the benefits to RPX and about financial implications will be provided when RPX reports year-end earnings in February.

ABOUT RPX

RPX Corporation is the leading provider of patent risk solutions, offering defensive buying, acquisition syndication, patent intelligence, insurance services and advisory services. Since its founding in 2008, RPX has introduced efficiency to the patent market by providing a rational alternative to litigation. The San Francisco-based company's pioneering approach combines principal capital, deep patent expertise, and client contributions to generate enhanced patent buying power. By acquiring patents and patent rights, RPX helps to mitigate and manage patent risk for its growing client network.

As of September 30, 2014, RPX had invested over \$890 million to acquire more than 4,900 US and international patent assets and rights on behalf of the 195 members of its client network in seven key sectors: consumer

electronics and PCs, E-commerce and software, financial services, media content and distribution, mobile communications and devices, networking, and semiconductors.

This press release contains forward-looking statements, including statements regarding our business strategy, our plans and objectives for future operations, statements by third parties regarding their expectations for the effects of the transaction described herein, whether general or specific, and statements relating to the consummation of that transaction. These forward-looking statements are subject to risks and uncertainties that could cause our actual results and other events to differ materially from those reflected in the forward-looking statements, including the risk that the transaction described herein will not be consummated. Other factors that could cause or contribute to such differences are described in the "Risk Factors" section of our most recent report on Form 10-Q filed with the SEC. In light of these risks and uncertainties, the forward-looking statements contained in this presentation may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Statements herein attributed to a third party represent only the opinion of such party. We do not intend, and undertake no duty, to update any forward-looking statements to reflect future events or circumstances.

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