SC 13D 1 rpx13d-031716.htm SCHEDULE 13D SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D (RULE 13D - 101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No.)*

RPX Corporation (Name of Issuer)

<u>Common Stock, \$0.0001 par value</u> (Title of Class of Securities)

<u>74972G103</u>

(CUSIP Number)

Christopher P. Davis, Esq. Kleinberg, Kaplan, Wolff & Cohen, P.C. 551 Fifth Avenue, New York, New York 10176 <u>Tel: (212)986-6000</u> (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> <u>March 14, 2016</u> (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

VIRNETX EXHIBIT 2057 Mangrove v. VirnetX Trial IPR2015-01046

The Mangrove Partners Master Fund, Ltd.

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) [X]
 - (b) []
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

WC

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,580,986

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,580,986

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,580,986

- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14. TYPE OF REPORTING PERSON

Page 2 of 21

The Mangrove Partners Fund, L.P.

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) [X]
 - (b) []
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

AF

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,580,986

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,580,986

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,580,986

- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14. TYPE OF REPORTING PERSON

Page 4 of 21

The Mangrove Partners Fund (Cayman), Ltd.

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) [X]
 - (b) []
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

AF

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,580,986

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,580,986

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,580,986

- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14. TYPE OF REPORTING PERSON

Page 6 of 21

Mangrove Partners

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) [X]
 - (b) []
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

AF

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,580,986

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,580,986

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,580,986

- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14. TYPE OF REPORTING PERSON

Page 8 of 21

Mangrove Capital

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) [X]
 - (b) []
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

AF

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,580,986

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,580,986

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,580,986

- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14. TYPE OF REPORTING PERSON

Page 10 of 21

Nathaniel August

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) [X]
 - (b) []
- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

AF

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,580,986

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,580,986

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,580,986

- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14. TYPE OF REPORTING PERSON

Page 12 of 21

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. Security and Issuer.

This statement relates to the Common Stock, \$0.0001 par value (the "Shares"), of RPX Corporation, a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is One Market Plaza, Suite 800, San Francisco, California 94105.

Item 2. Identity and Background.

(a) This statement is filed by The Mangrove Partners Master Fund, Ltd., a Cayman Islands exempted company (the "Master Fund"), The Mangrove Partners Fund, L.P., a Delaware limited partnership (the "US Feeder"), The Mangrove Partners Fund (Cayman), Ltd., a Cayman Islands exempted company (the "Cayman Feeder"), Mangrove Partners, a Cayman Islands exempted company ("Mangrove Partners"), Mangrove Capital, a Cayman Islands exempted company ("Mangrove Capital"), and Nathaniel August. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

As the two controlling shareholders of the Master Fund, each of the US Feeder and the Cayman Feeder may be deemed to beneficially own the Shares owned by the Master Fund. Mangrove Partners is the investment manager of each of the Master Fund, the US Feeder and the Cayman Feeder. Mangrove Capital is the general partner of the US Feeder. Mr. August is the director of each of Mangrove Partners and Mangrove Capital. By virtue of these relationships, each of Mangrove Partners, Mangrove Capital and Mr. August may be deemed to beneficially own the Shares owned by the Master Fund.

(b) The principal business address of the US Feeder, Mangrove Partners, Mangrove Capital and Nathaniel August is 645 Madison Avenue, 14th Floor, New York, New York 10022. The principal business address of each of the Master Fund and the Cayman Feeder is c/o Maples Corporate Services, Ltd., PO Box 309, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands KY1-1104. The officers and directors of the Master Fund, the Cayman Feeder, Mangrove Partners and Mangrove Capital and, to the extent that such persons are not also Reporting Persons, their principal occupations and business addresses are set forth on Schedule A and incorporated by reference in this Item 2.

(c) The principal business of the Master Fund is acquiring, holding and disposing of investment securities. The principal business of the US Feeder is investing in the Master Fund. The principal business of the Cayman Feeder is investing in the Master Fund. The principal business of Mangrove Partners is serving as the investment manager of each of the Master Fund, the US Feeder and the Cayman Feeder. The principal business of Mangrove Capital is serving as the general partner of the US Feeder. The principal occupation of Mr. August is serving as a director for each of Mangrove Partners and Mangrove Capital.

(d) No Reporting Person, nor any person listed on Schedule A annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule A annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the Master Fund, the Cayman Feeder, Mangrove Partners and Mangrove Capital is organized as a limited liability exempted company under the laws of the Cayman Islands. The US Feeder is organized as a limited partnership under the laws of the State of Delaware. Nathaniel August is a citizen of the United States. The citizenship of the persons listed on Schedule A, who are not Reporting Persons, is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

A total of approximately \$27,385,283 was paid to acquire the securities reported as beneficially owned by the Master Fund. The funds used to purchase these securities were obtained from the general working capital of the Master Fund, including margin account borrowings made in the ordinary course of business, although the Reporting Persons cannot determine whether any funds allocated to purchase such securities were obtained from any margin account borrowings.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the securities of the Issuer reported herein based on their belief that such securities are undervalued and represent an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of securities of the Issuer at prices that would make the purchase or sale of such securities desirable, the Reporting Persons may endeavor (i) to increase or decrease their respective positions in the Issuer through, among other things, the purchase or sale of securities of the Issuer on the open market or in private transactions or otherwise on such terms and at such times as the Reporting Persons may deem advisable and/or (ii) to enter into transactions that increase or hedge their economic exposure to the Shares without affecting their beneficial ownership of Shares.

On March 10, 2016, the Master Fund delivered a letter (the "Nomination Letter") to the Issuer nominating Nathaniel August, Gilbert Palter and Greg Share (the "Nominees") for election to the Board of Directors of the Issuer (the "Board") at the Issuer's 2016 annual meeting of stockholders (the "Annual Meeting").

On March 17, 2016, the Reporting Persons delivered a letter to the Board (the "Board Letter"), outlining the Reporting Persons' perspective with respect to the performance and strategy of the Issuer. In the Board Letter, the Reporting Persons detailed what they view as the failings of the Issuer that have resulted in the Issuer's negative performance, including poor capital allocation, excessive employee compensation, wasteful growth projects, stagnant core business growth, insular corporate governance and cash hoarding. The Reporting Persons also outlined ways in which they believe the Issuer can create significant stockholder value, including by reducing operating expenses, focusing on core business growth, improving corporate governance and returning cash to stockholders. A copy of the Board Letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons may take positions regarding or make proposals with respect to, or with respect to potential changes in, the Issuer's: operations, management, certificate of incorporation and bylaws, composition of the Board, ownership, capital or corporate structure, dividend policy, potential acquisitions or sales, businesses or assets, strategy and/or plans of the Issuer as a means of enhancing stockholder value. The Reporting Persons may change their intention with respect to any and all matters referred to in Item 4. The Reporting Persons intend to review their investment in the Issuer on an ongoing basis and may from time to time in the future express their views to and/or meet with management, the Board, other stockholders or third parties, including, potential acquirers, service providers and financing sources, and/or may formulate plans or proposals regarding the Issuer, its assets or its securities. Such possible plans or proposals may include one or more plans or proposals that relate to or would result in one or more of the changes referred to herein, or any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 51,603,872 Shares outstanding, which is the total number of Shares outstanding as reported in the Issuer's Annual Report filed on Form 10-K with the Securities and Exchange Commission (the "SEC") on February 26, 2016.

As of the date hereof, the Master Fund owned directly 2,580,986 Shares, constituting approximately 5.0% of the Shares outstanding. By virtue of their respective relationships with the Master Fund discussed in further detail in Item 2, each of the US Feeder, the Cayman Feeder, Mangrove Partners, Mangrove Capital and Mr. August may be deemed to beneficially own the Shares owned directly by the Master Fund.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)

(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

(b) Each of the Master Fund, the US Feeder, the Cayman Feeder, Mangrove Partners, Mangrove Capital and Mr. August has shared voting and dispositive power over the Shares owned directly by the Master Fund.

(c) Schedule B annexed hereto lists all transactions in securities of the Issuer during the past 60 days by the Reporting Persons.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On March 17, 2016, the Reporting Persons entered into a Joint Filing Agreement (the "Joint Filing Agreement"), in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

The Master Fund has signed letter agreements with each of the Nominees, pursuant to which the Master Fund agreed to indemnify each of the Nominees against claims arising from the solicitation of proxies from the Issuer's stockholders in connection with the Annual Meeting and any related transactions. A form of indemnification letter agreement is attached as Exhibit 99.3 hereto and incorporated herein by reference.

The Master Fund has signed compensation letter agreements with each of Messrs. Palter and Share, pursuant to which the Master Fund has agreed to compensate each of Messrs. Palter and Share (i) upon submission of the Nomination Letter and (ii) upon the earliest of (a) the filing of a definitive proxy statement with the SEC relating to a solicitation of proxies in favor of such Nominee's election as a director of the Issuer, (b) the Issuer nominating such Nominee as a director of the Issuer, and (c) such Nominee joining the Board. Pursuant to the compensation letter agreements, each of Messrs. Palter and Share has agreed to use such compensation to acquire securities of the Issuer (the "Nominee Shares") as set forth therein. If elected or appointed to serve as a director of the Issuer, each of Messrs. Palter and Share has agreed not to sell, transfer or otherwise dispose of any Nominee Shares within two (2) years of his election or appointment as a director, subject to certain exceptions. A form of compensation letter agreement is attached as Exhibit 99.4 hereto and incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1 Letter to the Issuer's Board of Directors, dated March 17, 2016.

99.2 Joint Filing Agreement, dated March 17, 2016, by and among The Mangrove Partners Master Fund, Ltd., The Mangrove Partners Fund, L.P., The Mangrove Partners Fund (Cayman), Ltd., Mangrove Partners, Mangrove Capital and Nathaniel August.

99.3 Form of Indemnification Letter Agreement.

99.4 Form of Compensation Letter Agreement.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: March 17, 2016

THE MANGROVE PARTNERS MASTER FUND, LTD.

- By: MANGROVE PARTNERS, as Investment Manager
- By: /s/ Nathaniel August Name: Nathaniel August Title: Director

THE MANGROVE PARTNERS FUND, L.P.

- By: MANGROVE CAPITAL, as General Partner
- By: /s/ Nathaniel August Name: Nathaniel August Title: Director

THE MANGROVE PARTNERS FUND (CAYMAN), LTD.

- By: MANGROVE PARTNERS, as Investment Manager
- By: /s/ Nathaniel August Name: Nathaniel August Title: Director

MANGROVE PARTNERS

By: /s/ Nathaniel August Name: Nathaniel August Title: Director

MANGROVE CAPITAL

By: /s/ Nathaniel August Name: Nathaniel August Title: Director

/s/ Nathaniel August NATHANIEL AUGUST

Page 19 of 21

SCHEDULE A

Directors and Officers of each of The Mangrove Partners Master Fund, Ltd. and The Mangrove Partners Fund (Cayman), Ltd.

| Name and Position | Principal Occupation | Principal Business Address | Citizenship |
|--------------------------------|---|---|---------------------|
| Nathaniel August * Director | | | |
| David Bree Director | Mr. Bree is an employee of dms Management Ltd., a company that provides administrative services to Cayman Islands private investment companies. | DMS Offshore Investment Services dms House, 20 Genesis Close George Town P.O. Box 314 Grand Cayman KY1-1104 Cayman Islands | Cayman Islands |
| Kevin Phillip Director | Mr. Phillip is an employee of dms Management Ltd., a company that provides administrative services to Cayman Islands private investment companies. | f DMS Offshore Investment Services dms House, 20 Genesis Close George Town P.O. Box 314 Grand Cayman KY1-1104 Cayman Islands | Trinidad and Tobago |

Directors and Officers of each of Mangrove Partners and Mangrove Capital

| Name and Position Principal Occupation | Principal Business Address | Citizenship |
|--|----------------------------|-------------|
| Nathaniel August * Director | | |

* Mr. August is a Reporting Person and, as such, his information called for by Item 2 of Schedule 13D is set forth therein.

SCHEDULE B

Transactions of the Reporting Persons Effected During the Past 60 Days

| Date of Purchase/Sale | Shares of Common Stock Purchased/(Sold) | Price Per Share (\$) |
|-----------------------|---|----------------------|
| | The Mangrove Partners Master Fund, Ltd. | |
| 1/14/2016 | 2,100 | 10.2369 |
| 1/19/2016 | 18,937 | 10.2905 |
| 1/20/2016 | 12,009 | 10.1514 |
| 2/10/2016 | 312,500 | 9.8428 |
| 2/10/2016 | 725,000 | 9.8428 |
| 2/10/2016 | 50,000 | 9.7141 |
| 2/10/2016 | 312,500 | 9.8428 |
| 2/10/2016 | 100,000 | 9.8428 |
| 2/11/2016 | 200,000 | 9.3834 |
| 2/12/2016 | 33,514 | 9.3958 |
| 2/24/2016 | 71,326 | 9.7689 |
| 2/26/2016 | 5,899 | 9.6989 |
| 2/29/2016 | 6,600 | 9.8862 |
| 3/2/2016 | 100,000 | 10.4757 |
| 3/11/2016 | 47,864 | 10.6339 |
| 3/14/2016 | 66,000 | 10.7862 |