

RPX CORP

FORM DEF 14A (Proxy Statement (definitive))

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Sector	Industrials
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RPX Exhibit 1169 RPX v. AIT IDR2015-01752

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12



RPX Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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| (1) | Title of each class of securities to which transaction applies: |
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| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |



RPX Corporation
One Market Plaza
Suite 800

San Francisco, CA 94105

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD JUNE 13, 2017**

To the Stockholders of RPX Corporation:

The annual meeting of stockholders for RPX Corporation (the "Company") will be held at the offices of the Company at One Market Plaza, Steuart Tower, Suite 800, San Francisco, California 94105, on Tuesday, June 13, 2017, at 10:00 a.m. local time. The purposes of the meeting are:

1. To elect the Class III directors named in this proxy statement (Proposal 1);
2. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017 (Proposal 2); and
3. To transact such other business as may properly come before the annual meeting or any adjournments or postponements thereof.

Our board of directors has fixed the close of business on April 20, 2017 as the record date for determining holders of our common stock entitled to notice of, and to vote at, the annual meeting or any adjournments or postponements thereof. A complete list of such stockholders will be available for examination at our offices in San Francisco, California during normal business hours for a period of ten days prior to the annual meeting.

YOUR VOTE IS IMPORTANT!

Your vote is important. Please vote by using the Internet or by telephone or, if you received a paper copy of the proxy materials by mail, by signing and returning the enclosed proxy card. Instructions for your voting options are described on the Notice of Internet Availability of Proxy Materials or proxy card.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 13, 2017: The proxy statement and annual report are available at <http://ir.rpxcorp.com/annuals-proxies.cfm>.

By the order of the Board of Directors,

Emily T. Gavin
Secretary of the Company

San Francisco, California

Date: April 27, 2017

PROXY STATEMENT SUMMARY

YOUR VOTE IS IMPORTANT

This summary highlights information contained within this proxy statement, which we have added this year as a reflection of our ongoing commitment to our stockholders. You should read the entire proxy statement carefully and consider all information before voting. Page references are supplied to help you find further information in this proxy statement.

VOTING MATTERS AND RECOMMENDATIONS

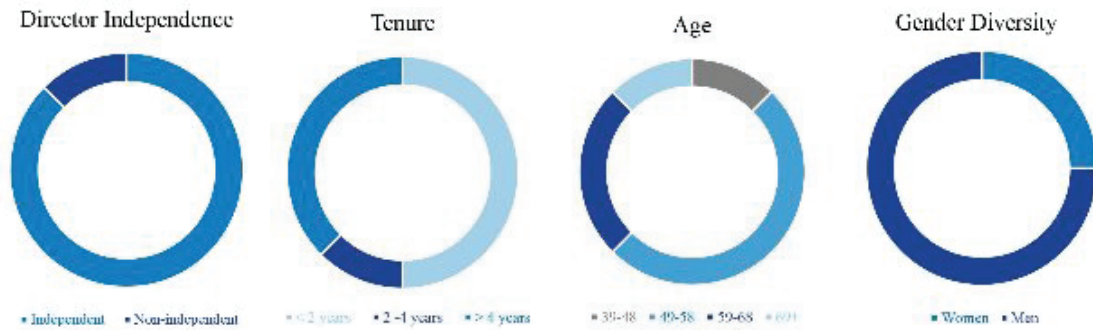
Voting Matter	Board Vote Recommendation
<p>Proposal 1: Election of Class III Directors (page 8)</p> <p>The Board and the Nominating and Corporate Governance Committee believe that the director nominees possess the necessary qualifications and skills to provide effective oversight of the business and quality advice and counsel to our management team.</p>	FOR EACH NOMINEE
<p>Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm (page 17)</p> <p>The Board and the Audit Committee believe that the continued retention of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2017 is in the best interests of the Company and its stockholders. As a matter of good corporate practice, stockholders are being asked to ratify the selection of the independent registered public accounting firm.</p>	FOR

DIRECTOR NOMINEES AND CONTINUING DIRECTORS

The following table provides summary information about each director nominee and continuing director as of April 20, 2017. See page 8 for more information.

	Class	Age	Director Since	Current Term Expires	Expiration of Term For Which Nominated	Committees
<i>2017 Director Nominees</i>						
Shelby W. Bonnie	III	52	2011	2017	2020	Chairman of the Board of Directors Audit Committee Compensation Committee (Chair)
Sanford R. Robertson	III	85	2011	2017	2020	Compensation Committee
<i>Continuing Directors</i>						
Andrew D. Africk	I	50	2016	2018	—	—
Frank E. Dangeard	I	59	2014	2018	—	Audit Committee Nominating and Corporate Governance Committee
Steven L. Fingerhood	II	59	2012	2019	—	Audit Committee (Chair) Nominating and Corporate Governance Committee
Gilbert S. Palter	I	51	2016	2018	—	Compensation Committee
Mallun Yen	I	46	2017	2018	—	—
Magdalena Yesil	II	58	2017	2019	—	Nominating and Corporate Governance Committee

DIRECTOR DASHBOARD: DIRECTOR NOMINEES AND CONTINUING DIRECTORS



CORPORATE GOVERNANCE STRENGTHS

We are committed to good corporate governance, which promotes the long-term interests of our stockholders and strengthens our Board and management accountability. Highlights of our corporate governance practices include the following:

- Majority voting for directors
- Separate Chairman and CEO roles
- Seven of eight directors independent
- 100% independent Committee members
- A Board that is comprised of sophisticated and fully engaged directors with different areas of relevant expertise, including four new directors appointed in the last two years, who bring fresh perspectives to our business and operations
- Robust Code of Business Conduct
- Periodic reviews of Committee Charters, Corporate Governance Guidelines and Code of Business Conduct

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