

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 平成29年 1月31日

【会社名】 ラム・リサーチ・コーポレーション
(Lam Research Corporation)

【代表者の役職氏名】 最高財務責任者兼執行副社長 ダグ・ベティンガー
(Doug Bettinger, Chief Financial Officer and Executive Vice President)

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【縦覧に供する場所】 該当なし

注記：

1. 別段の記載がある場合を除き、本書に記載の「米ドル」及び「ドル」はアメリカ合衆国ドルを指す。本書において便宜上記載されている日本円への換算は、1米ドル = 114.39円の換算率（平成28年12月1日現在の株式会社三菱東京UFJ銀行の対顧客電信直物売買相場仲値）により換算されている。
2. 本書中の表で計数が四捨五入されている場合、合計は計数の総和と必ずしも一致しない。

1 【提出理由】

2016年12月1日、ラム・リサーチ・コーポレーション（以下「当社」という。）は、2012年11月1日に修正・改定された、改正1999年ラム・リサーチ・コーポレーション従業員株式購入プラン（以下「本プラン」という。）に基づき、当社及びその特定子会社の適格従業員（以下「従業員」という。）に対し、当社普通株式を割引価格にて購入する権利（以下「本新株予約権」という。）の募集に関する申込を開始した。本プランの募集期間の開始日である2017年1月1日をもって、本新株予約権は、本邦以外における5,528名の従業員に対し付与された。本プランは、1998年9月30日開催の取締役会（以下「取締役会」という。）により当初採択され、1998年11月5日に株主による承認を受けた。取締役会及び取締役会の報酬委員会（以下「報酬委員会」という。）は、それぞれ2003年8月21日及び2003年9月18日に、本プランの改正を採択し、2003年11月6日にかかる改正について株主承認を受けた。本プランはさらに、2012年11月1日に開催された報酬委員会により修正・改定された。

このため、当社は金融商品取引法第24条の5第4項並びに企業内容等の開示に関する内閣府令第19条第2項第1号の規定に基づき、本臨時報告書を提出するものである。

別途注記のない限り、本書に定義のない大文字で始まる用語は本プランに定める意味を有する。

本プランに申し込む各従業員は「プラン参加者」という。

2 【報告内容】

(1) Type of Securities:

Stock Purchase Rights of the Company, which represent Moving Strike Price Stock Options.

Nature of Moving Strike Price Stock Options

The duration of each Offering Period (*as defined by the Plan*) is determined by the Administrator (*as defined by the Plan*), provided that it is no shorter than (3) months and no longer than 24 months and succeeding Offering Periods shall be the same duration unless otherwise determined by the Administrator. For this offering, the Offering Period shall commence on January 1, 2017 and end on April 30, 2017. Using the funds accumulated by means of the Participants' authorized payroll deductions at the maximum rate of 15% during the applicable Offering Period, the Participants may purchase the Company's Common Stock at the purchase price, which shall be currently equal to 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date (i.e., the date the Purchase right was granted) and (b) the Exercise Date (*defined by the Plan*). The Exercise Date of this offering is April 30, 2017. However, no Participant may (i) accrue rights to purchase stock at a rate that exceeds \$25,000 of fair market value of such stock for each calendar year in which the purchase rights would be outstanding at anytime; or (ii) purchase more than 10,000 shares of the Company's Common Stock during any Offering Period. Assuming that all Participants participate and contribute the maximum amount of \$21,250 (85% x \$25,000), the estimated maximum amount of contributions during the Offering Period (from January 1, 2017 through April 30, 2017) shall be US\$ 117,470,000 (JPY 13,437,393,300). For convenience, the "Number of Shares subject to Stock Purchase Rights" shall be calculated by dividing the above estimated maximum amount of contributions by 85% of the closing price US\$ 91.17 (JPY 10,429.05) of the Company's Common Stock as reported on the NASDAQ Global Select Market ("NASDAQ") on January 3, 2017 (US\$ 107.26 (JPY 12,269.47)). As to the election to participate in the Plan and the authorization of the payroll deduction rate, each Participant is required to complete a subscription agreement and file it with the Company's payroll office 15 days before the applicable Offering Date or Interim Offering Date, unless another time for filing the subscription agreement is set by the Administrator for all Employees with respect to a given Offering Period.

***Fair Market Value** of the Common Stock on a given date shall be the closing price as reported in the Wall Street Journal; provided, however, that if there is no public trading of the Common Stock on that date, then fair market value shall be determined by the Administrator in its discretion.

Under the Plan, if the per-share price of the shares subject to the Purchase Right decreases, the aggregate number of the shares available for purchase by each Participant, upon exercise of the Stock Purchase Rights, will increase. However, the percentage of payroll contributions (i.e., contributions) is fixed and will not change depending on the stock price, unless the Participant elects to either decrease or increase (15% maximum) the Participant's percentage of payroll deductions or withdraws from participation in the Plan, both as permitted under the Plan.

At the beginning of each Offering Period, each Participant will be granted a Purchase Right to purchase shares of the Company's Common Stock up to the lesser of (a) the number of shares of Common Stock determined by dividing (i) \$25,000 multiplied by the number of (whole or part) calendar years in the Offering Period by (ii) the fair market value of a share of Common Stock on the Offering Date; or (b) 10,000 shares. No Participant may accrue rights to purchase stock at a rate that exceeds \$25,000 of the fair market value of such stock.

Under the Plan, the per-share purchase price of the shares subject to a Purchase Right shall be 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date (i.e., the date the Purchase right was granted) and (b) the Exercise Date.

The maximum number of shares that may be issued, pursuant to the Plan, shall total 24,309,281 shares of Common Stock.

The purpose of the Plan is to provide employees of the Company and its Designated Subsidiaries with an opportunity to purchase Common Stock of the Company through accumulated payroll deductions. Therefore, there is no lower limit with respect to the purchase price and the amount of funding.

The Administrator shall establish one or more Exercise Dates for each Offering Period, and each Participant's Purchase Right shall be exercised automatically on such date. The shares purchased upon exercise of a Purchase Right will be deemed to be transferred to the Participant on the Exercise Date.

(2) Description of Stock Purchase Rights, etc.:

(a) Estimated Number of Shares Subject to Stock Purchase Rights Granted: 1,288,457

(Estimated number. The number of Stock Purchase Rights issued is equivalent to the number of shares of the Company's common stock subject to the Stock Purchase Rights.)

(note) On the Exercise Date of the Stock Purchase Rights, using the funds accumulated by means of the Participants' authorized payroll deductions during the applicable Offering Period, the Participants may purchase the Company's Common Stock at the purchase price, which shall be currently equal to 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date (i.e., the date the Purchase right was granted) and (b) the Exercise Date (defined by the Plan). The Exercise Date of this offering is April 30, 2017. Accordingly, as of the filing day of this Report, the "Number of Shares subject to Stock Purchase Rights" has not yet been determined. Therefore, for convenience, the above "Number of Shares subject to Stock Purchase Rights" is calculated by dividing the estimated maximum amount of contributions during the applicable Offering Period (assuming that all Participants participate in the Plan and contribute the maximum amount of \$21,250 (85% x \$25,000), per Offering Period) (i.e., US\$ 117,470,000 (JPY 13,437,393,300)) by 85% of the closing price US\$ 91.17 (JPY 10,429.05) of the Company's Common Stock as reported on the NASDAQ on January 3, 2017 (US\$ 107.26 (JPY 12,269.47)).

(b) Issue Price (per Stock Purchase Right): US\$0 (¥0).

(c) Total Issue Price: US\$0 (¥0).

(d) Type, Description and Number of Shares subject to Stock Purchase Rights:

1. Type of shares to be used for Stock Purchase Rights: Registered form, par value (\$0.001)
Common Stock of Lam Research Corporation

(note) Common stock issued hereunder may be newly-issued shares, treasury shares or shares acquired on the open market.

(note) The Administrator may, in its discretion, also make provision for adjusting the Reserves (defined by the Plan), as well as the price per share of Common Stock covered by each outstanding Purchase Right, if the Company effects one or more reorganizations, recapitalizations, rights offerings, or other increases or reductions of shares of its outstanding Common Stock, or if the Company consolidates with or merges into any other corporation.

2. Description of Shares:

i. Dividend Rights. The board of directors, subject to restrictions contained in the certificate of incorporation, may declare and pay dividends upon the shares of its capital stock.

ii. Liquidation Rights. Liquidation rights are not applicable to common stock.

iii. Redemption Rights. Redemption rights are not applicable to common stock.

iv. Voting Rights. Unless otherwise provided in the certificate of incorporation, the holder of each share of stock is entitled to one vote per share on matters for which stockholder vote is required.

3. Number of shares to be used for Stock Purchase Rights: The number of shares to be issued upon exercise of outstanding Stock Purchase Rights will be the number of whole shares obtained by dividing the amount collected from the Participant through payroll deductions during each Offering Period by the purchase price in effect for that Offering Period. 1,288,457 shares in total, if all of the Stock Purchase Rights are exercised (estimated number).

(note) The Administrator may, in its discretion, also make provision for adjusting the Reserves (defined by the Plan), as well as the price per share of Common Stock covered by each outstanding Purchase Right, if the Company effects one or more reorganizations, recapitalizations, rights offerings, or other increases or reductions of shares of its outstanding Common Stock, or if the Company consolidates with or merges into any other corporation.

(note) On the Exercise Date of the Stock Purchase Rights, using the funds accumulated by means of the Participants' authorized payroll deductions during the applicable Offering Period, the Participants may purchase the Company's Common Stock at the purchase price, which shall be currently equal to 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date (i.e., the date the Purchase right was granted) and (b) the Exercise Date (defined by the Plan). The Exercise Date of this offering is April 30, 2017. Accordingly, as of the filing day of this Report, the "Number of Shares subject to Stock Purchase Rights" has not yet been determined. Therefore, for convenience, the above "Number of Shares subject to Stock Purchase Rights" is calculated by dividing the estimated maximum amount of contributions during the applicable Offering Period (assuming that all Participants participate in the Plan and contribute the maximum amount of \$21,250 (85% x \$25,000), per Offering Period) (i.e., US\$ 117,470,000 (JPY 13,437,393,300)) by 85% of the closing price US\$ 91.17 (JPY 10,429.05) of the Company's Common Stock as reported on the NASDAQ on January 3, 2017 (US\$ 107.26 (JPY 12,269.47)). See above note under (2)(a).

(e) Amount of Payment upon Exercise of Stock Purchase Rights: US\$ 91.17 (JPY 10,429.05) per Stock Purchase Right.

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$ 117,470,000 (JPY 13,437,393,300)

(note) The Administrator may, in its discretion, also make provision for adjusting the Reserves (defined by the Plan), as well as the price per share of Common Stock covered by each outstanding Purchase Right, if the Company effects one or more reorganizations, recapitalizations, rights offerings, or other increases or reductions of shares of its outstanding Common Stock, or if the Company consolidates with or merges into any other corporation.

(note) As stated above, since the “Amount of Payment upon Exercise of Stock Purchase Rights” has not yet been determined (See above note under (2)(d)-3), 85% of the closing price US\$ 91.17 (JPY 10,429.05) of the Company’s Common Stock as reported on the NASDAQ on January 3, 2017, (US\$ 107.26 (JPY 12,269.47)) is inserted for convenience. The actual purchase price shall be equal to 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date (i.e., the date the purchase right was granted) and (b) the Exercise Date (defined by the Plan) (See above note under (2)(d)-3).

(note) As stated above, since the amount of the contributions has not yet been determined, the total “Amount of Payment upon Exercise of Stock Purchase Rights” shall be determined, for convenience, based on the estimate of the maximum contributions by the Participants during the Offering Period (See above note under (2)(d)-3).

(f) Exercise Period of Stock Purchase Rights: April 30, 2017.

(note) The Stock Purchase Rights shall be automatically exercised on this day.

(g) Terms and Conditions of Stock Purchase Rights: As described in the Plan.

(h) Amount to be Transferred into Capital (the issue price of shares if issued upon Exercise of Stock Purchase Rights): US\$ 0.001 (¥0.1) per share.

(i) Matters Relating to Transfer of Stock Purchase Rights: Not transferable

(3) **Method of Issuance of Stock Purchase Rights:** The Stock Purchase Rights are to be offered to 5,528 Employees under the Plan who are employed by the Company and its Designated Subsidiaries (outside Japan).

(4) **Name of Underwriter or Person/Agent Making Secondary Offering:** Not applicable.

(5) **Areas Where Offering or Secondary Offering Is Made (Outside Japan):**

Austria, Belgium, China, France, Germany, India, Ireland, Israel, Italy, Japan, Korea, Malaysia, the Netherlands, Singapore, Switzerland, Taiwan, UK, and the US

(6) **Use of Proceeds from the New Issuance of Shares**

Amount of Proceeds: US\$ 117,462,500 (JPY 13,436,535,375).

(note) The amount of proceeds is the sum of the total issue price of the Stock Purchase Rights and the amount of payment upon exercise of the Stock Purchase Rights, US\$ 117,470,000 (JPY 13,437,393,300), net of US\$ 7,500 (JPY 857,925) which is the approximate amount of various related expenses for the new issuance of shares.

Use of Proceeds: The net proceeds realized from the exercise of Stock Purchase Rights (US\$ 117,462,500 or JPY 13,436,535,375) will constitute general funds of the Company and may be used for any corporate purpose.

- (7) **Date of Issuance:** January 1, 2017.
- (8) **Name of Securities Market to List on in Case of Listing the Securities:** Not applicable.
- (9) **Matters Relating to Moving Strike Price Stock Options (MSPSO)**
- (a) Reason for the Decision to Use MSPSO as a Method of Funding: The Plan is intended to provide employees of the Company and its Designated Subsidiaries with an opportunity to purchase Common Stock of the Company through accumulated payroll deductions.
- (b) Content of Agreement to be Made Between the Offerees and the Company Concerning the Exercise of MSPSO: The terms and conditions are prescribed in the Plan and the subscription agreement prescribed by the Board of Directors or the Compensation Committee of the Board.
- (c) Content of Agreement to be Made Between the Offerees and the Company Concerning the Trade of the Company's Common Stock: Not applicable.
- (d) Content of Agreement to be Made Between the Offerees and the Company's Special Interested Parties, among Others, Concerning Stock Lending, if Any: Not applicable.
- (e) Other Matters Essential for Investor Protection: Not applicable.
- (10) **Matters to be Noted in Case of Allocation to Third Party:** Not applicable.
- (11) **Amount of Capital and Outstanding Shares of the Company**
- (a) Amount of Capital:
Common Stock and Additional Paid in Capital: US\$ 5,628,001 thousand (¥643,787,034 thousand) as of September 25, 2016.
- (b) Number of Outstanding Shares:
Common Stock: 162,829,959 shares as of October 20, 2016.