

【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】 2025年10月16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)

【本店の所在の場所】 アメリカ合衆国 94538 カリフォルニア州
フレモント クッシング パークウェイ 4650
(4650 Cushing Parkway, Fremont, California 94538, U.S.A.)

【代理人の氏名又は名称】 弁護士 松 添 聖 史

【代理人の住所又は所在地】 東京都港区六本木一丁目9番10号
アークヒルズ仙石山森タワー28階
ベーカー&マッケンジー法律事務所 (外国法共同事業)

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【事務連絡者氏名】 弁護士 渡 邊 大 貴

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ベーカー&マッケンジー法律事務所 (外国法共同事業)

【電話番号】 (03)6271-9900

【縦覧に供する場所】 該当なし

注(1) 本書において、文脈上別段の指示がある場合を除き、「当社」、「ラム・リサーチ」又は「ラム」とは、文脈に応じてラム・リサーチ・コーポレーション又はラム・リサーチ・コーポレーション及びその子会社を指す。

注(2) 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＝147.30円の換算率（2025年9月12日現在の株式会社三菱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。

1 【提出理由】

2025年10月15日、ラム・リサーチ・コーポレーション（以下「当社(Company)」という。）は、2018年8月29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(Plan)」という。）に基づき、当社の日本の間接子会社の適格従業員（以下「日本の適格従業員(Eligible Employees in Japan)」という。）並びに日本国外の当社及びその特定子会社の適格従業員（以下「日本国外の適格従業員(Eligible Employees of Outside Japan)」という。）に対して、当社普通株式に係る購入権（以下「本新株予約権(Stock Purchase Rights)」という。）の募集を開始した。本プランは、1998年9月30日開催の当社の取締役会（以下「取締役会(Board)」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。本プランの直近の改正は、2018年8月29日に取締役会により採択され、2018年11月6日にかかる改正について株主承認を受けた。

このため、当社は金融商品取引法第24条の5第4項及び企業内容等の開示に関する内閣府令第19条第2項第2号の2及び第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。

注：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。

2 【報告内容】

(I) Report under Article 19, Paragraph 2, Sub-paragraph 2-2 of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.

(1) Name of Securities

Stock Purchase Rights of Lam Research Corporation The relevant stock purchase rights represent Moving Strike Price Stock Options (the "MSPSO").

(a) Nature of MSPSO

Under the Plan, if the per-share price of the Common Stock subject to the Stock Purchase Right decreases, the aggregate number of Common Stock available for purchase by each Participant, upon exercise of the Stock Purchase Rights, will increase. However, the percentage of payroll contributions is fixed and will not change depending on the per-share price of the Common Stock, 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.

On the Offering Date, or (if applicable) Interim Offering Date of each Offering Period, each Participant will be granted a Stock 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 Interim Offering Date; or (b) the Maximum Share Amount.

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

The maximum number of shares that may be issued, pursuant to the Plan, shall total 75,507,710 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.

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

(b) Reason for the Decision to Use MSPSO as a Method of Funding

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. The Plan is intended further the long-term growth of the Company's earnings by providing incentives to its employees, who contribute to such growth; to facilitate the ownership of the Company's stock by such employees, thereby increasing the alignment of their interests with those of the Company's other stockholders; and to assist the Company in attracting and retaining employees with experience and ability by offering a benefit with terms both attractive and competitive when compared with the terms of comparable plans offered by companies competing with the Company and its Designated Subsidiaries in the work force.

(c) Description of a transaction that is scheduled to be conducted as derivative transaction or other transaction set forth in Article 19 Paragraph 9 of the Cabinet Office Ordinance, if the case falls under the case specified in the same paragraph

Not applicable

(d) 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 Administrator.

(e) Content of Agreement to be made between the Offerees and the Company concerning the Trade of the Company's Stock

Not applicable

(f) 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

(g) Other Matters Essential for Investor Protection

Not applicable

(2) Matters Concerning MSPSO

(i) Number of Stock Purchase Rights

Estimated Number of Stock Purchase Rights Granted: 125,031

(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 purchase the Company's Common Stock at the purchase price, which shall be equal to 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date, or the Interim Offering Date, (i.e., the date the Stock Purchase Right was granted) and (b) the Exercise Date. The Exercise Date for this Offering Period is April 30, 2026. Accordingly, as of the filing day of this Report, the "Number of Stock Purchase Rights" has not yet been determined. Therefore, for convenience, the above "Number of Stock Purchase Rights" is calculated by dividing the estimated maximum amount of contributions during the applicable Offering Period (assuming that all Eligible Employees in Japan participate in the Plan and contribute the maximum amount of \$21,250 (85% x \$25,000), per Offering Period) (i.e., \$12,430,582.02 (JPY 1,831,024,732)) by 85% (\$99.42 (JPY

14,645)) of the closing price of the Company's Common Stock as reported on the Nasdaq on September 12, 2025 (\$116.96 (JPY 17,228)).

(ii) Issue Price (per Stock Purchase Rights)

\$0 (¥0)

(iii) Total Issue Price

\$0 (¥0)

(iv) 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, as well as the price per share of Common Stock covered by each outstanding Stock 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 common 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 of Common Stock 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 Eligible Employees in Japan through payroll deductions during each Offering Period by the purchase price in effect for that Offering Period.

125,031 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, as well as the price per share of Common Stock covered by each outstanding Stock 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 purchase the Company's Common Stock at the purchase price, which shall be equal to 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date, or the Interim Offering Date, (i.e., the date the Stock

Purchase Right was granted) and (b) the Exercise Date. The Exercise Date for this Offering Period is April 30, 2026. Accordingly, as of the filing day of this Report, the “Number of Shares to be used for Stock Purchase Rights” has not yet been determined. Therefore, for convenience, the above “Number of Shares to be used for Stock Purchase Rights” is calculated by dividing the estimated maximum amount of contributions during the applicable Offering Period (assuming that all Eligible Employees in Japan participate in the Plan and contribute the maximum amount of \$21,250 (85% x \$25,000), per Offering Period) (i.e., \$12,430,582.02 (JPY 1,831,024,732)) by 85% (\$99.42 (JPY 14,645)) of the closing price of the Company’s Common Stock as reported on the Nasdaq on September 12, 2025 (\$116.96 (JPY 17,228)).

(v) Amount of Payment upon Exercise of Stock Purchase Rights

\$99.42 (¥14,645) per Stock Purchase Right

Total Amount of Payment upon Exercise of Stock Purchase Rights: \$12,430,582.02(¥1,831,024,732)

(note) The Administrator may, in its discretion, also make provision for adjusting the Reserves, as well as the price per share of Common Stock covered by each outstanding Stock 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, 85% (\$99.42 (JPY 14,645)) of the closing price of the Company’s Common Stock as reported on the Nasdaq on September 12, 2025 (\$116.96 (JPY 17,228)) 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, or the Interim Offering Date, (i.e., the date the Stock Purchase Right was granted) and (b) the Exercise Date.

(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 Eligible Employees in Japan during the Offering Period.

(vi) Exercise Period of Stock Purchase Rights

April 30, 2026

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

(vii) Conditions to Exercise Stock Purchase Rights

As described in the Plan.

(viii) Amount to be Transferred into Capital (the issue price of shares if issued upon Exercise of Stock Purchase Rights)

\$0.001 (¥0.1) per share.

(ix) Matters Relating to Transfer of Stock Purchase Rights

The Stock Purchase Rights shall not be transferable.

(3) Number and breakdown of the counterparties to the solicitation of acquisitions

Approximately 587 Eligible Employees in Japan of the following company:

- Lam Research Co., Ltd.

(4) Relationship between the counterparties to the solicitation and the filing company

The company listed in (3) above is a wholly-owned subsidiary of Lam Research Corporation through its indirectly wholly-owned subsidiary Lam Research International SARL.

(5) Details of the arrangement between the counterparties to the solicitation and the filing company

The terms and conditions are prescribed in the Plan and the enrollment form prescribed by the Administrator.

(II) Report under Article 19, Paragraph 2, Sub-paragraph 1 of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.

(1) Type and Name of Securities

Stock Purchase Rights of Lam Research Corporation. The relevant stock purchase rights represent the MSPSO.

(2) Matters Concerning MSPSO

(i) Number of Stock Purchase Rights

Estimated Number of Stock Purchase Rights Granted: 3,991,833

(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 purchase the Company's Common Stock at the purchase price, which shall be equal to 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date, or the Interim Offering Date, (i.e., the date the Stock Purchase Right was granted) and (b) the Exercise Date. The Exercise Date for this Offering Period is April 30, 2026. 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 Stock Purchase Rights" is calculated by dividing the estimated maximum amount of contributions during the applicable Offering Period (assuming that all Eligible Employees of Outside Japan participate in the Plan and contribute the maximum amount of \$21,250 (85% x \$25,000), per Offering Period) (i.e., \$396,868,036.86 (JPY 58,458,661,829)) by 85% (\$99.42 (JPY 14,645)) of the closing price of the Company's Common Stock as reported on the Nasdaq on September 12, 2025 (\$116.96 (JPY 17,228)).

(ii) Issue Price (per Stock Purchase Rights)

\$0 (¥0)

(iii) Total Issue Price

\$0 (¥0)

(iv) 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 (\$0.01) 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, as well as the price per share of Common Stock covered by each outstanding Stock 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:

Please refer to (I) - (2) - (iv) "2. Description of Shares" above.

3. Number of Shares to be used for Stock Purchase Rights:

The number of shares of Common Stock 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 Eligible Employees of Outside Japan through payroll deductions during each Offering Period by the purchase price in effect for that Offering Period.

3,991,833 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, as well as the price per share of Common Stock covered by each outstanding Stock 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 purchase the Company's Common Stock at the purchase price, which shall be equal to 85% of the lower of the fair market values of a share of Common Stock on (a) the Offering Date, or the Interim Offering Date, (i.e., the date the Stock Purchase Right was granted) and (b) the Exercise Date. The Exercise Date for this Offering Period is April 30, 2026. Accordingly, as of the filing day of this Report, the "Number of Shares to be used for Stock Purchase Rights" has not yet been determined. Therefore, for convenience, the above "Number of Shares to be used for Stock Purchase Rights" is calculated by dividing the estimated maximum amount of contributions during the applicable Offering Period (assuming that all Eligible Employees of Outside Japan participate in the Plan and contribute the maximum amount of \$21,250 (85% x \$25,000), per Offering Period) (i.e., \$396,868,036.86 (JPY 58,458,661,829)) by 85% (\$99.42 (JPY 14,645)) of the closing price of the Company's Common Stock as reported on the Nasdaq on September 12, 2025 (\$116.96 (JPY 17,228)).

(v) Amount of Payment upon Exercise of Stock Purchase Rights

US\$99.42 (¥14,645) per Stock Purchase Right

Total Amount of Payment upon Exercise of Stock Purchase Rights: US\$396,868,036.86 (¥58,458,661,829)

(note) The Administrator may, in its discretion, also make provision for adjusting the Reserves, as well as the price per share of Common Stock covered by each outstanding Stock 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, 85% (\$99.42 (JPY 14,645)) of the closing price of the Company's Common Stock as reported on the Nasdaq on September 12, 2025 (\$116.96 (JPY 17,228)) 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, or the Interim Offering Date, (i.e., the date the Stock Purchase Right was granted) and (b) the Exercise Date.

(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.

(vi) Exercise Period of Stock Purchase Rights

April 30, 2026

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

(vii) Conditions to Exercise Stock Purchase Rights

Please refer to (I) - (2) - (vii) "Conditions to Exercise Stock Purchase Rights" above.

(viii) Amount to be Transferred into Capital (the issue price of shares if issued upon Exercise of Stock Purchase Rights)

- \$0.001 (¥0.1) per share.

(ix) Matters Relating to Transfer of Stock Purchase Rights

Please refer to (I) - (2) - (ix) "Matters Relating to Transfer of Stock Purchase Rights" above.

(3) Method of Issuance of Stock Purchase Rights:

The Stock Purchase Rights are to be offered to 18,741 Eligible Employees of Outside Japan 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) Area where Offering or Secondary Offering is made (outside Japan)

United States, Austria, Belgium, China, Czech Republic, France, Germany, India, Ireland, Israel, Italy, Japan, Korea, Malaysia, the Netherlands, Portugal, Singapore, Switzerland, Taiwan, and the United Kingdom.

(6) Total Amount of Proceeds from the New Issuance of Shares as well as Details of Use of Proceeds, Breakdown of Amount and Timing of Payment

Amount of Proceeds: \$396,843,036.86 (JPY58,454,979,329).

(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, \$396,868,036.86(JPY 58,458,661,829), net of \$25,000.00 (JPY 3,682,500) 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 (\$396,843,036.86 or JPY 58,454,979,329) will constitute general funds of the Company and may be used for any corporate purpose.

(7) Date of Issuance

November 1, 2025

(8) Name of Securities Market to List on in case of Listing the Securities

Not applicable

(9) Matters Concerning MSPSO

(a) Nature of MSPSO

Please refer to (I) - (1) - (a) "Nature of MSPSO" above.

(b) Reason for the Decision to Use MSPSO as a Method of Funding

Please refer to (I) - (1) - (b) "Reason for the Decision to Use MSPSO as a Method of Funding" above.

(c) Description of a transaction that is scheduled to be conducted as derivative transaction or other transaction set forth in Article 19 Paragraph 9 of the Cabinet Office Ordinance, if the case falls under the case specified in the same paragraph

Not applicable

(d) Content of Agreement to be made between the Offerees and the Company concerning the Exercise of MSPSO

Please refer to (I) - (1) - (d) “Content of Agreement to be made between the Offerees and the Company concerning the Exercise of MSPSO” above.

(e) Content of Agreement to be made between the Offerees and the Company concerning the Trade of the Company’s Stock

Not applicable

(f) 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

(g) 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 \$ 8,698,558 thousand (¥1,281,297,593 thousand)
as of June 29, 2025

(b) Number of Outstanding Shares:

Common Stock: 1,265,621 thousand shares as of August 7, 2025.