

**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): **April 28, 2017**

ACACIA RESEARCH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	000-26068	95-4405754
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**520 Newport Center Drive, 12th Floor
Newport Beach, California**

92660

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(949) 480-8300**

Not applicable

(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. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

Item 3.03 below is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

As previously reported, on March 15, 2016, Acacia Research Corporation (the “Company”) entered into a Tax Benefits Preservation Plan (the “Original Plan”) with Computershare Inc., as Rights Agent, for the purpose of protecting the Company’s ability to utilize potential tax assets, such as net operating loss carryforwards and tax credits, to offset potential future taxable income. On April 28, 2017, the Company and the Rights Agent executed a First Amended and Restated Tax Benefits Preservation Plan (the “Amended Plan”). Capitalized terms used but not defined herein shall have the meanings assigned thereto in the Amended Plan. The Amended Plan eliminates the Company’s ability to extend the Final Expiration Date of the Rights beyond 5:00 P.M., New York, New York time, on March 15, 2019, whether by action of the board of directors of the Company establishing a later date for the expiration of the Rights, as provided in the Original Plan, or by an amendment to the Amended Plan pursuant to Section 27 thereof, without stockholder approval. Except as otherwise described herein, the terms of the Original Plan remain in force.

The foregoing summary of the Amended Plan does not purport to be complete and is qualified in its entirety by the full text of the Amended Plan, a copy of which is filed as Exhibit 4.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- (d) Exhibit 4.1 First Amended and Restated Tax Benefits Preservation Plan, dated as of April 28, 2017, by and between Acacia Research Corporation and Computershare Inc., as Rights Agent, which includes the form of Certificate of Designation of the Company’s Series A Cumulative Participating Preferred Stock as Exhibit A, the Form of Right Certificate as Exhibit B and the Summary of Terms as Exhibit C

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, thereunto duly authorized.

Date: May 4, 2017

ACACIA RESEARCH CORPORATION

By: /s/ Edward J. Treska

Executive Vice President, General Counsel and
Secretary