

InterDigital, Inc.
Form S-8 POS
April 03, 2018

As filed with the Securities and Exchange Commission on April 3, 2018

Registration No. 333-218755

Registration No. 333-159743

Registration No. 333-66626

Registration No. 33-89922

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 (to Registration No. 333-218755)

POST-EFFECTIVE AMENDMENT NO. 1 (to Registration No. 333-159743)

POST-EFFECTIVE AMENDMENT NO. 2 (to Registration No. 333-66626)

POST-EFFECTIVE AMENDMENT NO. 3 (to Registration No. 33-89922)

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

InterDigital, Inc.*

(Exact name of Registrant as specified in its charter)

Pennsylvania **82-4936666**
(State or other jurisdiction of **(I.R.S. Employer**
incorporation or organization) **Identification Number)**
200 Bellevue Parkway, Suite 300
Wilmington, Delaware 19809

(Address of principal executive offices, including zip code)

2017 Equity Incentive Plan
2009 Stock Incentive Plan
InterDigital Savings and Protection Plan
Non-Qualified Stock Option Plan

(Full title of the plan)

Jannie K. Lau
Chief Legal Officer, General Counsel and Corporate Secretary

InterDigital, Inc.
200 Bellevue Parkway, Suite 300
Wilmington, Delaware 19809

(302) 281-3600

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

* See explanatory note.

EXPLANATORY NOTE

InterDigital, Inc., a Pennsylvania corporation and formerly named InterDigital Parent, Inc. (the **Successor Company** or the **Registrant**), files these Post-Effective Amendments relating to the following Registration Statements on Form S-8 of InterDigital, Inc. (together, the **Registration Statements**) as the successor registrant to InterDigital, Inc., a Pennsylvania corporation (the **Predecessor Company**), in connection with the reorganization of the Predecessor Company as part of a new holding company structure wholly owned by the Successor Company (the **Reorganization**):

File No. 333-218755, pertaining to the registration of 2,400,000 shares of common stock, par value \$0.01 per share of the Predecessor Company (**Common Stock**), issued or issuable pursuant to the Predecessor Company's 2017 Equity Incentive Plan (the **2017 Plan**) and certain other rights, which registration statement was filed with the Securities and Exchange Commission (the **Commission**) and became effective on June 15, 2017;

File No. 333-159743, pertaining to the registration of 3,000,000 shares of Common Stock, issuable pursuant to the Predecessor Company's 2009 Stock Incentive Plan (the **2009 Plan**), which registration statement was filed with the Commission and became effective on June 4, 2009;

File No. 333-66626, pertaining to the registration of 400,000 shares of Common Stock, issuable pursuant to the Predecessor Company's InterDigital Savings and Protection Plan (the **Savings Plan**), which registration statement was filed with the Commission and became effective on August 2, 2001; and

File No. 33-89922, pertaining to the registration of 750,000 shares of Common Stock, issuable pursuant to the Predecessor Company's Non-Qualified Stock Option Plan (the **NQSO Plan**, and collectively with the 2017 Plan, the 2009 Plan and the Savings Plan, the **Plans**), which registration statement was filed with the Commission and became effective on March 3, 1995.

The Reorganization was completed on April 3, 2018 pursuant to an Agreement and Plan of Merger (**Merger Agreement**), dated April 3, 2018, among the Predecessor Company, the Successor Company and another newly formed Pennsylvania corporation owned 100% by the Successor Company (**Merger Sub**). Pursuant to the Merger Agreement, Merger Sub merged (the **Merger**) with and into the Predecessor Company with the Predecessor Company surviving. As a result of the Merger, the Predecessor Company is now a wholly owned subsidiary of the Successor Company. Neither the business conducted by the Successor Company and the Predecessor Company in the aggregate, nor the consolidated assets and liabilities of the Successor Company and the Predecessor Company, in the aggregate, will change as a result of the Reorganization. Upon the consummation of the Reorganization, among other things, each issued and outstanding share of Common Stock automatically converted into the right to receive one fully-paid share of common stock, par value \$0.01 per share, of the Successor Company (**Successor Common Stock**). Immediately following the Reorganization, the Successor Company was renamed as **InterDigital, Inc.** just like the Predecessor Company's name prior to the Merger.

Following the Reorganization, the Successor Company is the successor issuer to the Predecessor Company pursuant to the Securities Act of 1933, as amended (the **Securities Act**), and under the Securities Exchange Act of 1934, as amended (the **Exchange Act**). As the successor issuer, the shares of the Successor Company's common stock are deemed to be registered under Section 12(b) of the Exchange Act and will trade under the name **InterDigital, Inc.** and will continue to be listed on the NASDAQ Global Select Market under the ticker symbol **IDCC**. In connection with

the Reorganization, the Successor Company assumed the Plans and any subplans, appendices or addendums thereunder, and all obligations of the Predecessor Company pursuant to each stock option to purchase a share of Predecessor Company stock and each right to acquire or vest in a share of Predecessor Company stock outstanding immediately prior to the Reorganization and each option and right was converted into an option on or right to acquire, as applicable, Successor Common Stock.

The Successor Company hereby expressly adopts the Registration Statements as its own registration statements (except as specifically amended by these Post-Effective Amendments) for all purposes of the Securities Act and the Exchange Act. The information contained in these Post-Effective Amendments sets forth additional information necessary to reflect any material changes made in connection with or resulting from the Reorganization, or necessary to keep the Registration Statements from being misleading in any material respect. Other than certain updates related to the passage of time, no other changes or additions are being made hereby to the prospectuses which form a part of the Registration Statements. These Post-Effective Amendments shall become effective immediately upon filing with the Commission pursuant to Rule 462 under the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act. Such documents are not being filed with the Commission either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents and information previously filed by the Predecessor Company and the Successor Company with the Commission under the Exchange Act are hereby incorporated by reference in this registration statement. However, the Registrant does not incorporate by reference those items which were filed for purposes of Section 8 of the Exchange Act or incorporated by reference in any filing under the Securities Act.

The Predecessor Company's Annual Report on Form 10-K (file no. 001-33579) for the fiscal year ended December 31, 2017, filed with the Commission on February 22, 2018.

The Predecessor Company's Current Reports on Form 8-K (file no. 001-33579) filed with the Commission on January 16, 2018, January 31, 2018, March 13, 2018 and April 2, 2018.

The Successor Company's Current Report on Form 8-K (file no. 001-33579) filed with the Commission on April 3, 2018.

The description of common stock contained in the Registration Statement on Form 8-A (file no. 000-10797) filed with the Commission on April 25, 2000, together with Amendment No. 1 on Form 8-A/A (file no. 001-11152) filed with the Commission on May 2, 2000, and including any amendments or reports filed for the purpose of updating such description in which there is described the applicable terms, rights and provisions.

All documents filed by the Successor Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this registration statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated by reference herein, modified or supersedes such statement. Except as so modified or superseded, such statement shall not be

deemed to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Sections 1741-1750 of the Pennsylvania Business Corporation Law of 1988 (the "BCL") and the Registrant's Bylaws provide for indemnification of the Registrant's directors and officers and certain other persons. Under Sections 1741-1750 of the BCL, directors and officers of the Registrant may be indemnified by the Company against all expenses incurred in connection with actions (including, under certain circumstances, derivative actions) brought against such director or officer by reason of his or her status as a representative of the Registrant, or by reason of the fact that such director or officer serves or served as a representative of another entity at the Registrant's request, so long as the director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Registrant, and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. As permitted under the BCL, the Registrant's Bylaws provide that the Registrant shall indemnify directors and officers against all expenses incurred in connection with actions (including derivative actions) brought against such director or officer by reason of the fact that he or she is or was a director or officer of the Registrant, or by reason of the fact that such director or officer serves or served as an employee or agent of any entity at the Registrant's request, unless the act or failure to act on the part of the director or officer giving rise to the claim for indemnification is determined by a court in a final, binding adjudication to have constituted willful misconduct or recklessness. The Registrant's Bylaws authorize the Registrant to purchase and maintain insurance to insure its

indemnification obligations on behalf of any person who is or was or has agreed to become a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any expense, liability or loss asserted against him and incurred by him or on his behalf in any such capacity.

Consistent with the indemnification provisions of the Registrant's Bylaws and under the BCL, the Registrant has entered into a separate indemnity agreement with each director and certain executive officers. Under each indemnity agreement, the Registrant contractually indemnifies the indemnitee, and assumes for itself maximum liability for expenses and damages in connection with claims against such indemnitee in connection with his or her service to the Registrant and its subsidiaries. In particular, under each indemnity agreement, the Registrant agrees (i) that it shall obtain and maintain in full force and effect directors' and officers' liability insurance in reasonable amounts from established and reputable insurers, and that in all policies of such directors' and officers' liability insurance, the indemnitee shall be named as an insured in such a manner as to provide the indemnitee the same rights and benefits as are accorded to the most favorably insured of the other indemnitees serving the Registrant in a capacity similar to that of the particular indemnitee; (ii) that it shall indemnify the indemnitee against all expenses and liabilities related to any proceeding to which the indemnitee is or is a party or is threatened to be made a party, including, without limitation, a proceeding by or in the right of the Registrant, by reason of the fact that the indemnitee is or was a director, officer, employee, and/or agent of the Registrant, or by reason of anything done or not done by the indemnitee in any such capacity, at any time in the past, present or future, provided the indemnitee acted in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Company; and (iii) that if prior to, during the pendency or after completion of any proceeding described in clause (ii) herein, the indemnitee becomes deceased, the Registrant shall indemnify the indemnitee's heirs, executors and administrators against any and all expenses and liabilities of any type whatsoever actually and reasonably incurred to the extent the indemnitee would have been entitled to indemnification described in clause (ii) herein were the indemnitee still alive. As is stated therein, the intent of each indemnity agreement is to provide indemnification and advancement of expenses to the indemnitee to the fullest extent permitted by law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference		Filed
		Form	Filing Date	Herewith
4.1	<u>Amended and Restated Articles of Incorporation of InterDigital, Inc. (as amended April 3, 2018).</u>	8-K (file no. 001-33579) (ex. 4.1)	April 3, 2018	
4.2	<u>Amended and Restated Bylaws of InterDigital, Inc.</u>	8-K (file no. 001-33579) (ex. 4.2)	April 3, 2018	
4.3	<u>Specimen Stock Certificate InterDigital, Inc.</u>	10-Q (file no. 001-33579) (ex. 4.3)	April 28, 2011	
5.1	<u>Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.</u>			X
10.1	<u>2017 Equity Incentive Plan.</u>	S-8 (file no. 333-218755) (ex. 10.1)	June 15, 2017	
10.2	<u>2009 Stock Incentive Plan.</u>	S-8 (file no. 333-159743) (ex. 99.1)	June 4, 2009	
10.3	<u>Amendment to 2009 Stock Incentive Plan, effective as of June 12, 2013.</u>	10-Q (file no. 001-33579) (ex. 10.1)	July 26, 2013	
10.4	<u>2015 Amendment to 2009 Stock Incentive Plan, effective as of June 11, 2015.</u>	10-Q (file no. 001-33579) (ex. 10.1)	July 30, 2015	
10.5	<u>InterDigital Savings and Protection Plan.</u>	S-8 (file no. 333-66626) (ex. 4.1)	August 2, 2001	
10.6	Non-Qualified Stock Option Plan.	10-K for year ended December 31, 1991 (file no. 001-11152) (ex. 10.4)	(P)	
10.7	<u>Amendment to Non-Qualified Stock Option Plan.</u>	10-Q (file no. 001-11152) (ex. 10.31)	August 14, 2000	
10.8	<u>Amendment to Non-Qualified Stock Option Plan, effective October 24, 2001.</u>	10-K (file no. 001-11152) (ex. 10.6)	March 29, 2002	

23.1	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>	X
23.2	<u>Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1).</u>	X
24.1	<u>Power of Attorney (contained on signature pages of this registration statement).</u>	X

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on the third day of April, 2018.

INTERDIGITAL, INC.

By: /s/ William J. Merritt
 William J. Merritt
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints William J. Merritt and Richard J. Brezski, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the Registration Statements and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments on Form S-8 have been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ S. Douglas Hutcheson S. Douglas Hutcheson	Chairman of the Board of Directors	April 3, 2018
/s/ Jeffrey K. Belk Jeffrey K. Belk	Director	April 3, 2018
/s/ Joan H. Gillman Joan H. Gillman	Director	April 3, 2018
/s/ John A. Kritzmacher John A. Kritzmacher	Director	April 3, 2018

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/s/ John D. Markley, Jr.	Director	April 3, 2018
John D. Markley, Jr.		
/s/ Kai O. Öistämö	Director	April 3, 2018
Kai O. Öistämö		
/s/ Jean F. Rankin	Director	April 3, 2018
Jean F. Rankin		
/s/ Philip P. Trahanas	Director	April 3, 2018
Philip P. Trahanas		
/s/ William J. Merritt	Director, President and Chief Executive Officer	April 3, 2018
William J. Merritt	(Principal Executive Officer)	
/s/ Richard J. Brezski	Chief Financial Officer (Principal Financial Officer)	April 3, 2018
Richard J. Brezski		

Pursuant to the requirements of the Securities Act of 1933, as amended, the Plan Administrator of the InterDigital Savings and Protection Plan has duly caused these Post-Effective Amendments on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware on the third day of April, 2018.

**INTERDIGITAL SAVINGS AND
PROTECTION PLAN**

By: /s/ William J. Merritt
InterDigital, Inc. as Plan
By: Administrator
Name: William J. Merritt
President and Chief Executive
Title: Officer