

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

InterDigital, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction of
Incorporation or Organization)

82-4936666
(I.R.S. Employer
Identification No.)

**200 Bellevue Parkway, Suite 300,
Wilmington, DE 19809-3727**
(Address of Principal Executive Offices and Zip Code)

InterDigital, Inc. 2017 Equity Incentive Plan
(Full title of the plan)

Joshua D. Schmidt
EVP, Chief Legal Officer and Corporate Secretary
InterDigital, Inc.

**200 Bellevue Parkway, Suite 300
Wilmington, Delaware 19809-3727
(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 | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/> | | |

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed to register 1,780,000 additional shares under the InterDigital, Inc. 2017 Equity Incentive Plan (the “Plan”), pursuant to an amendment to the Plan previously adopted by the Board of Directors of InterDigital, Inc. (“InterDigital” or the “Registrant”) and approved by the stockholders of InterDigital. The shares registered on this Registration Statement are in addition to the shares previously registered on a Registration Statement on Form S-8 filed in connection with the Plan on June 15, 2017, as amended by Post-Effective Amendment No. 1 filed on April 3, 2018 (File No. 333-218755), the contents of which are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents and information previously filed by InterDigital with the Securities and Exchange Commission (the “Commission”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are hereby incorporated by reference in this registration statement.

- InterDigital’s Annual Report on Form 10-K (file no. 001-33579) for the fiscal year ended December 31, 2023, filed with the Commission on February 15, 2024; and
- InterDigital’s Quarterly Report on Form 10-Q (file no. 001-33579) for the quarter ended March 31, 2024, filed with the Commission on May 2, 2024; and
- The description of InterDigital’s common stock filed with the Commission as Exhibit 4.2 to InterDigital’s Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Commission on February 18, 2021, and including any amendments or reports filed for the purpose of updating such description in which there is described the terms, rights and provisions applicable to InterDigital’s common stock.

All documents filed by InterDigital 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; except as to any portion of any documents, portions of documents, exhibits or other information that is deemed to be furnished and not filed under such provisions.

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 8. Exhibits.

See Exhibit Index below.

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 this 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 2nd day of May, 2024.

INTERDIGITAL, INC.

By: /s/ Liren Chen

Liren Chen

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Liren Chen, Richard J. Brezski and Joshua D. Schmidt, 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, this Form S-8 has been signed below by the following persons in the capacities indicated on this 2nd day of May, 2024.

| <u>Signature</u> | <u>Title</u> |
|---|------------------------------------|
| <u>/s/ S. Douglas Hutcheson</u> S. Douglas Hutcheson | Chairman of the Board of Directors |
| <u>/s/ Derek Aberle</u> Derek Aberle | Director |
| <u>/s/ Samir Armaly</u> Samir Armaly | Director |
| <u>/s/ Joan H. Gillman</u> Joan H. Gillman | Director |
| <u>/s/ John A. Kritzmacher</u> John A. Kritzmacher | Director |
| <u>/s/ Pierre-Yves Lesaichere</u> Pierre-Yves Lesaichere | Director |
| <u>/s/ John D. Markley, Jr.</u> John D. Markley, Jr. | Director |

/s/ Jean F. Rankin

Jean F. Rankin

Director

/s/ Liren Chen

Liren Chen

Director, President and Chief Executive Officer
(Principal Executive Officer)

/s/ Richard J. Brezski

Richard J. Brezski,

Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

INDEX TO EXHIBITS

| Exhibit Number | Exhibit Description | Incorporated by Reference | | |
|-------------------|--|---------------------------|-------------|----------------|
| | | Form | Filing Date | Filed Herewith |
| 4.1 | Amended and Restated Articles of Incorporation of InterDigital, Inc. ("InterDigital"). | 8-K | 6/7/2011 | |
| 4.2 | Amended and Restated Bylaws of InterDigital. | 8-K | 7/15/2022 | |
| 4.3 | Specimen Stock Certificate of InterDigital. | 10-Q | 4/28/2011 | |
| 5.1 | Opinion of Dechert LLP. | | | X |
| 10.1 | InterDigital 2017 Equity Incentive Plan. | S-8 | 6/15/2017 | |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm. | | | X |
| 23.2 | Consent of Dechert LLP (contained in Exhibit 5.1). | | | X |
| 24.1 | Power of Attorney (contained on signature pages of this registration statement). | | | X |
| 107 | Filing fee table. | | | X |

Calculation of Filing Fee Table

Form S-8

(Form Type)

InterDigital, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount registered ⁽¹⁾ | Proposed Maximum Offering Price Per Unit ⁽²⁾ | Maximum Aggregate Offering Price ⁽²⁾ | Fee Rate | Amount of Registration Fee |
|-------------------------------|--|-----------------------------|----------------------------------|---|---|--------------------------|----------------------------|
| Equity | Common Stock, par value \$0.01 per share | Rule 457(c) and Rule 457(h) | 1,780,000 | \$99.32 | \$176,789,600 | \$147.60 per \$1,000,000 | \$26,094.14 |
| Total Offering Amounts | | | | | \$176,789,600 | | \$26,094.14 |
| Total Fee Offsets | | | | | | | — |
| Net Fee Due | | | | | | | \$26,094.14 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of common stock, par value \$0.01 per share (the “Common Stock”), of InterDigital, Inc. (the “Registrant”), which may become issuable pursuant to the anti-dilution provisions of the InterDigital, Inc. 2017 Equity Incentive Plan (the “Plan”) or as may otherwise be attributable to such Common Stock as a result of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.
- (2) Estimated solely for purposes of calculating the registration fee, pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based on the average (\$99.32) of the high (\$100.27) and low (\$98.36) sale prices of the Common Stock, as reported on the Nasdaq Stock Exchange on April 25, 2024.

May 2, 2024

InterDigital, Inc.
200 Bellevue Parkway, Suite 300
Wilmington, Delaware 19809-3727

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have acted as counsel to InterDigital, Inc., a Pennsylvania corporation (the "Company"), in connection with the filing with the U.S. Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") for the purpose of registering under the Securities Act of 1933, as amended (the "Securities Act"), 1,780,000 shares of its common stock, par value \$0.01 per share (the "Shares"), issuable under the Company's 2017 Equity Incentive Plan (the "Plan").

This opinion is being furnished to the Company in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement other than as expressly stated herein with respect to the Shares.

As the Company's counsel, we have examined such documents and such matters of fact and law that we have deemed necessary for the purpose of rendering the opinion expressed herein. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as original documents, and the conformity to original documents of all documents submitted to us as copies, the legal capacity of natural persons who are signatories to the documents examined by us, and the legal power and authority of all persons signing on behalf of parties to all documents. We have further assumed, without independent investigation or verification, the accuracy and completeness of all corporate records made available to us by the Company and that there has been no oral modification of, or amendment or supplement (including any express or implied waiver, however arising) to, any of the documents used by us to form the basis of our opinion expressed herein.

In rendering our opinion expressed herein, we have assumed that (i) prior to the issuance of any of the Shares, there will exist under the Company's Articles of Incorporation the requisite number of authorized but unissued shares of common stock; (ii) the resolutions authorizing the Company to issue the Shares in accordance with the terms and conditions of the Plan will remain in effect and unchanged at all times during which the Shares are issued by the Company; and (iii) the Registration Statement, and any amendments thereto, at the time of issuance of the Shares, will continue to be effective under the Securities Act.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the holders and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and non-assessable.

This opinion has been prepared, and should be interpreted, in accordance with customary practice followed in the preparation of opinion letters by lawyers who regularly give, and such customary practice followed by lawyers who on behalf of their clients regularly advise opinion recipients regarding, opinion letters of this kind. The opinion expressed herein is based upon the law as in effect and the documentation and facts known to us on the date hereof. We have not undertaken to advise the Company or any other person of any subsequent changes in the law or of any facts that hereafter may come to our attention.

We are members of the Bar of the Commonwealth of Pennsylvania and the foregoing opinion is limited to the Business Corporation Law of the Commonwealth of Pennsylvania.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. We do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ Dechert LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of InterDigital Inc. of our report dated February 15, 2024 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in InterDigital Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP

Philadelphia, Pennsylvania
May 2, 2024