

InterDigital, Inc.
Form 4
March 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nolan James J

(Last) (First) (Middle)
200 BELLEVUE
PARKWAY, SUITE 300
(Street)

WILMINGTON, DE 19809

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
InterDigital, Inc. [IDCC]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, IoT Solutions

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/15/2017 | | F ⁽¹⁾ | | 2,637 | D | \$ 85.45 |
| Common Stock | 03/15/2017 | | D ⁽²⁾ | | 0.3053 | D | \$ 85.45 |
| Common Stock | 03/15/2017 | | A ⁽³⁾ | | 20,461.2203 | A | \$ 0 71,540.3896 |
| Common Stock | 03/15/2017 | | F ⁽⁴⁾ | | 8,855 | D | \$ 85.45 62,685.3896 |
| Common Stock | 03/15/2017 | | D ⁽⁵⁾ | | 0.2203 | D | \$ 85.45 62,685.1693 |

| | | | | |
|-----------------|--|-------|---|----------------------|
| Common Stock | | 3,162 | I | By 401(k) Plan |
|-----------------|--|-------|---|----------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nolan James J 200 BELLEVUE PARKWAY SUITE 300 WILMINGTON, DE 19809 | | | EVP, IoT Solutions | |

Signatures

/s/ Claire H. Hanna, Attorney-in-Fact for James J. Nolan 03/17/2017

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The restricted stock units were granted to the reporting person on March 15, 2014 pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's Long-Term Compensation Program and vested on March 15, 2017, together with accrued dividend

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equivalents.

- (2) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units, as described in Note 1.

The transaction reported represents the vesting of an award of performance-based restricted stock units granted to the reporting person on March 15, 2014 pursuant to the company's 2009 Stock Incentive Plan in accordance with the 2014-2016 cycle under the company's

- (3) Long-Term Compensation Program. Based on the achievement level of the 2014-2016 cycle performance goal, 200% of the reporting person's target performance-based restricted stock unit award, or 19,552 restricted stock units, vested on March 15, 2017, together with 909.2203 additional shares representing accrued dividend equivalent units.

- (4) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability in connection with the transaction described in Note 3.

- (5) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units, as described in Note 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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