

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

XPERI HOLDING CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-4734590
(I.R.S. Employer
Identification Number)

**3025 Orchard Parkway
San Jose, California 95134
(408) 321-6000**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**Xperi Holding Corporation 2020 Equity Incentive Plan
Xperi Holding Corporation 2020 Employee Stock Purchase Plan**
(Full title of the Plan)

**Paul Davis, Esq.
Chief Legal Officer
Xperi Holding Corporation
3025 Orchard Parkway
San Jose, California 95134
(408) 321-6000**
(Name and address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:
**Zaitun Poonja, Esq.
Morgan, Lewis & Bockius LLP
1400 Page Mill Road
Palo Alto, California 94304
(650) 843-4000**

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.

EXPLANATORY NOTE

This Registration Statement is being filed by Xperi Holding Corporation (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) for the purpose of registering (i) an additional 8,800,000 shares of common stock, \$0.001 par value per share (“Common Stock”) under the Xperi Holding Corporation 2020 Equity Incentive Plan, as amended (the “2020 Equity Plan”), and (ii) an additional 6,000,000 shares of Common Stock under the Xperi Holding Corporation 2020 Employee Stock Purchase Plan, as amended (the “2020 ESPP”).

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to participants in the 2020 Equity Plan and the 2020 ESPP covered by this Registration Statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”).

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to participants in the 2020 Equity Plan and the 2020 ESPP covered by this Registration Statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on February 24, 2022 (the “2021 10-K”);
- (2) The Registrant’s Current Reports on Form 8-K filed with the Commission on January 4, 2022, February 4, 2022, and February 23, 2022;
- (3) The information specifically incorporated by reference into the 2021 10-K from the Registrant’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on March 16, 2022; and
- (4) The description of the Registrant’s Common Stock contained in Exhibit 4.1 to the 2021 10-K, 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 the Registrant’s Common Stock.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) prior to the filing of a post-effective amendment to this Registration Statement that indicates that all of the shares of Common Stock offered have been sold or that deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such reports and documents. Unless expressly incorporated into this Registration Statement, a report furnished but not filed on Form 8-K shall not be incorporated by reference into this Registration Statement to the extent furnished but not filed.

Any statement contained herein or in a document all or a portion of which is 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 other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (“DGCL”) empowers a Delaware corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person’s conduct was unlawful. A Delaware corporation may indemnify directors, officers, employees and other agents of such corporation in an action by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if the person to be indemnified has been adjudged to be liable to the corporation. Where a director, officer, employee or agent of the corporation is successful on the merits or otherwise in the defense of any action, suit or proceeding referred to above or in defense of any claim, issue or matter therein, the corporation must indemnify such person against the expenses (including attorneys’ fees) which he or she actually and reasonably incurred in connection therewith.

The Registrant’s Amended and Restated Certificate of Incorporation, a copy of which is filed as Exhibit 4.1 hereto and incorporated herein by reference, and Amended and Restated Bylaws, a copy of which is filed as Exhibit 3.2 hereto and incorporated herein by reference, contain provisions that provide for the indemnification of officers and directors to the fullest extent as is permitted by the laws of the State of Delaware, as may be amended from time to time.

As permitted by Section 102(b)(7) of the DGCL, the Registrant’s Amended and Restated Certificate of Incorporation contains a provision eliminating the personal liability of its directors to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by the DGCL, as may be amended from time to time.

The Registrant maintains policies that insure its directors and officers and those of its subsidiaries against certain liabilities they may incur in their capacity as directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

A list of exhibits filed herewith or incorporated by reference is contained in the Exhibit Index immediately following the signature pages and is incorporated herein by reference.

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;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under "Item 6—Indemnification of Directors and Officers", or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities 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 whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on April 29, 2022.

By: _____
Davis

/s/ Paul

Secretary

Paul Davis
Chief Legal Officer and Corporate

POWER OF ATTORNEY

BE IT KNOWN BY THESE PRESENTS: That each person whose name is signed hereto has made, constituted and appointed, and does hereby make, constitute and appoint Paul Davis and Robert Andersen his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution for him or her and his or her name, place and stead, in any and all capacities to sign the Registration Statement on Form S-8 and any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and the other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, each acting alone, 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 they might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or his substitutes, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jon Kirchner</u> Jon Kirchner	Chief Executive Officer, President and Director (Principal Executive Officer)	April 29, 2022
<u>/s/ Robert Andersen</u> Robert Andersen	Chief Financial Officer (Principal Financial and Accounting Officer)	April 29, 2022
<u>/s/ Dave Habiger</u> Dave Habiger	Chairman of the Board of Directors	April 29, 2022
<u>/s/ Darcy Antonellis</u> Darcy Antonellis	Director	April 29, 2022
<u>/s/ Laura Durr</u> Laura Durr	Director	April 29, 2022
<u>/s/ Daniel Moloney</u> Daniel Moloney	Director	April 29, 2022
<u>/s/ Tonia O'Connor</u> Tonia O'Connor	Director	April 29, 2022
<u>/s/ Raghavendra Rau</u> Raghavendra Rau	Director	April 29, 2022
<u>/s/ Christopher A. Seams</u> Christopher A. Seams	Director	April 29, 2022

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 1, 2020, and incorporated herein by reference)</u>
4.2	<u>Amended and Restated Bylaws of the Company, dated May 29, 2020 (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on June 1, 2020, and incorporated herein by reference)</u>
4.3	<u>Description of Capital Stock (Exhibit 4.1 to Form 8-K, dated November 8, 2017)</u>
4.4	<u>Xperi Holding Corporation 2020 Equity Incentive Plan (incorporated by reference to Exhibit 4.10 of the Company's Registration Statement on Form S-8 filed with the SEC on June 1, 2020 (File No. 333-238846))</u>
4.5	<u>Xperi Holding Corporation 2020 Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.11 of the Company's Registration Statement on Form S-8 filed with the SEC on June 1, 2020 (File No. 333-238846))</u>
4.6	<u>Form of Amendment to Xperi Holding Corporation 2020 Equity Incentive Plan (Appendix A to Registrant's Proxy Statement for the 2022 Annual Meeting of Stockholders, filed on March 16, 2022)</u>
4.7	<u>Form of Amendment to Xperi Holding Corporation 2020 Employee Stock Purchase Plan (Appendix B to Registrant's Proxy Statement for the 2022 Annual Meeting of Stockholders, filed on March 16, 2022)</u>
5.1	<u>Opinion of Morgan, Lewis & Bockius LLP</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on signature pages hereto)</u>
107	<u>Filing Fee Table</u>

April 29, 2022

Xperi Holding Corporation
3025 Orchard Parkway
San Jose, California 95134

RE: Xperi Holding Corporation Registration Statement on Form S-8 Filed on April 29, 2022

Ladies and Gentlemen:

We have acted as counsel to Xperi Holding Corporation, a Delaware corporation (the “Company”), in connection with the filing of the referenced Registration Statement (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), with the Securities and Exchange Commission (the “SEC”) on the date hereof. The Registration Statement relates to the registration by the Company of the offer and sale of (i) an additional 8,800,000 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) under the Company’s 2020 Equity Incentive Plan, as amended (the “2020 Equity Plan”) and (ii) an additional 6,000,000 shares of Common Stock (collectively with the shares referenced in clause (i), the “Shares”) under the Company’s 2020 Employee Stock Purchase Plan, as amended (the “2020 ESPP”).

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of (i) the Amended and Restated Certificate of Incorporation of the Company, as amended to date (ii) the Amended and Restated Bylaws of the Company, as amended to date, (iii) certain resolutions of the Company’s Board of Directors relating to the Registration Statement, (iv) the 2020 Equity Plan and Plan Amendment to 2020 Equity Plan, (v) the 2020 ESPP and Plan Amendment to the 2020 ESPP, and (vi) such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. With respect to matters of fact relevant to our opinions as set forth below, we have relied upon certificates of officers of the Company, representations made by the Company in documents examined by us, and representations of officers of the Company. We have also obtained and relied upon such certificates and assurances from public officials as we have deemed necessary for the purposes of our opinions set forth below.

Subject to the foregoing and the other matters set forth herein, we are of the opinion, as of the date hereof, that the Shares have been duly authorized by the Company and, when issued

by the Company in accordance with the provisions of the 2020 Equity Plan and the 2020 ESPP, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the federal laws of the United States and the Delaware General Corporation Law.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the SEC thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius 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 Xperi Holding Corporation of our report dated February 24, 2022 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Xperi Holding Corporation's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
San Jose, California
April 29, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Xperi Holding Corporation
(Exact Name of Registrant as Specified in its Charter)

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	Fee Rate	At Regi
Equity	Common Stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	8,800,000(3)	\$15.73	\$138,380,000	\$92.70 per \$1,000,000	\$1
Equity	Common Stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	6,000,000(3)	\$15.73	\$94,350,000	\$92.70 per \$1,000,000	\$:
Total Offering Amount					\$232,730,000		\$2
Total Fee Offsets							\$
Net Fee Due							\$2

- 1 Pursuant to Rule 416(a) under the Securities Act, this Registration Statement covers any additional securities as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations, other capital adjustments or similar transactions.
- 2 Estimated pursuant to Rule 457(c) and 457(h) under the Securities Act solely for purposes of calculating the registration fee. The fee is computed based upon \$15.73, which represents the average of the high and low prices per share of the Registrant's Common Stock on April 29, 2022, as reported on the Nasdaq Global Select Market.
- 3 As described in the Explanatory Note in this Registration Statement, the number of shares of Common Stock of the Registrant registered hereby consists of (a) 8,800,000 shares being registered under the 2020 Equity Plan, plus (b) 6,000,000 shares being registered under the 2020ESPP.