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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 22, 2025

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**ADEIA INC.**

(Exact name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39304**  
(Commission  
File Number)

**84-4734590**  
(I.R.S. Employer  
Identification No.)

**3025 Orchard Parkway**  
**San Jose, California 95134**  
(Address of Principal Executive Offices, including Zip Code)

**(408) 473-2500**  
(Registrant's telephone number, including area code)

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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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value \$0.001 per share)	ADEA	Nasdaq Global Select Market

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.

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**Item 7.01 Regulation FD Disclosure***Press Releases*

On December 22, 2025, Adeia Inc. (the “Company” or “Adeia”) issued a press release announcing updated guidance for the year ending December 31, 2025. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On December 22, 2025, the Company issued a press release announcing the settlement of certain previously disclosed litigation. The press release is furnished as Exhibit 99.2.

The information contained in this Item 7.01, including Exhibits 99.1 and 99.2, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18. Furthermore, the information contained in Item 7.01, including Exhibits 99.1 and 99.2, of this report shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated December 22, 2025</a>
99.2	<a href="#">Press Release dated December 22, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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 hereunto duly authorized.

Date: December 22, 2025

**ADEIA INC.**

By: /s/ Keith A. Jones

Name: Keith A. Jones

Title: Chief Financial Officer

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FOR IMMEDIATE RELEASE



## ADEIA RAISES 2025 FINANCIAL OUTLOOK

*Company expects revenue and earnings to significantly exceed prior guidance*

SAN JOSE, Calif. – December 22, 2025 – Adeia Inc. (Nasdaq: ADEA) (the “Company” or “Adeia”) today announced updated guidance for the year ending December 31, 2025.

“I am very pleased to announce that our 2025 results are expected to exceed the high end of our prior guidance,” said Paul E. Davis, chief executive officer of Adeia. “As we previously mentioned, we have been pursuing multiple opportunities that if achieved, could result in 2025 revenue being greater than our prior guidance. Driven primarily by the execution of the Disney agreement our revised 2025 financial outlook reflects the strong momentum for our business.”

“The significant increase in our revenue guidance is being driven by strong deal execution,” said Keith A. Jones, chief financial officer of Adeia. “The higher operating expenses reflect increased variable compensation due to the expected overachievement of certain performance targets. The revised guidance reflects the strength of our business model and earnings potential.”

### Financial Outlook

The Company is updating its financial outlook as follows:

Category (in millions, except for tax rate)	2025 GAAP Outlook		2025 Non-GAAP Outlook	
	Updated	Prior	Updated	Prior
	Revenue	\$425.0 – 435.0	\$360.0 – 380.0	\$425.0 – 435.0
Operating expenses <sup>(1)</sup>	\$270.0 – 274.0	\$260.0 – 266.0	\$170.0 – 172.0	\$160.0 – 164.0
Interest expense	\$40.0 – 41.0	\$40.0 – 41.0	\$40.0 – 41.0	\$40.0 – 41.0
Other income	\$5.5 – 6.5	\$5.5 – 6.5	\$5.5 – 6.5	\$5.5 – 6.5
Tax rate	10.0% – 20.0%	10.0% – 20.0%	23.0%	23.0%
Net income <sup>(2)</sup>	\$96.4 – 113.9	\$52.4 – 71.6	\$169.8 – 175.9	\$127.4 – 139.8
Adjusted EBITDA <sup>(2)</sup>	N/A	N/A	\$257.1 – 265.1	\$202.3 – 218.3
Diluted shares outstanding	112.0 – 113.0	112.0 – 113.0	112.0 – 113.0	112.0 – 113.0

<sup>(1)</sup> See tables for reconciliation of GAAP to non-GAAP operating expenses.

<sup>(2)</sup> See tables for reconciliation of GAAP net income to (i) non-GAAP net income and (ii) adjusted earnings before interest expense, income taxes, depreciation and amortization (adjusted EBITDA).

### Safe Harbor Statement

This press release contains “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on information available to the Company as of the date hereof, as well as the Company’s current expectations, assumptions, estimates and projections that involve risks and uncertainties. In this context, forward-looking statements often address expected future business, financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “could,” “seek,” “see,” “will,” “may,” “would,” “might,” “potentially,” “estimate,” “continue,” “target,” similar expressions or the negatives of these words or other comparable terminology that convey uncertainty of future events or outcomes. All forward-looking statements by their nature address matters that involve risks and uncertainties, many of which are beyond the Company’s control, and are not guarantees of future results.

Forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements and caution must be exercised in relying on forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: the Company’s ability to implement its business strategy; the Company’s ability to enter into new and renewal license agreements with customers on favorable terms; the Company’s ability to retain and hire key personnel; uncertainty as to the long-term value of the Company’s common stock; legislative, regulatory and

economic developments affecting the Company's business; general economic and market developments and conditions; the Company's ability to grow and expand its patent portfolios; changes in technology and development of new technology in the industries in which the Company operates; the evolving legal, regulatory and tax regimes under which the Company operates; unforeseen liabilities and expenses; risks associated with the Company's indebtedness; unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, natural disasters and global health pandemics, each of which may have an adverse impact on the Company's business, results of operations, and financial condition. These risks, as well as other risks associated with the Company's business, are more fully discussed in the Company's filings with the U.S. Securities and Exchange Commission ("SEC"), including the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. While the list of factors presented here is, and the list of factors presented in the Company's filings with the SEC are, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements.

Causes of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, failure to complete licensing arrangements on anticipated terms and timeline, failure to prevail in litigation we may bring against third parties, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on the Company's consolidated financial condition, results of operations, liquidity or trading price of common stock. The Company does not assume any obligation to publicly provide revisions or updates to any forward-looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws.

#### **About Adeia Inc.**

Adeia is a leading R&D and intellectual property (IP) licensing company that accelerates the adoption of innovative technologies in the media and semiconductor industries. Adeia's fundamental innovations underpin technology solutions that are shaping and elevating the future of digital entertainment and electronics. Adeia's IP portfolios power the connected devices that touch the lives of millions of people around the world every day as they live, work and play. For more, please visit [www.adeia.com](http://www.adeia.com).

#### **Non-GAAP Financial Measures**

In addition to forecasting financial results calculated in accordance with U.S. Generally Accepted Accounting Principles (GAAP), the Company's financial outlook contains non-GAAP financial measures adjusted, where applicable, for either one-time or ongoing non-cash acquired intangibles amortization charges, costs related to actual or planned business combinations including transaction fees, integration costs, severance, facility closures, and retention bonuses, separation costs, all forms of stock-based compensation, loss on debt extinguishment, expensed debt refinancing costs, impairment of intangible assets, impact of certain foreign currency adjustments, discontinued operations and related tax effects. In addition, adjusted EBITDA adjusts for recurring charges of interest expense, income taxes, depreciation and amortization. Management believes that the non-GAAP measures used in this release provide investors with important perspectives on the Company's ongoing business and financial performance and are helpful to provide investors with an understanding of our core operating results reflecting our normal business operations. The non-GAAP financial measures disclosed by the Company should not be considered a substitute for, or superior to, financial measures calculated in accordance with GAAP. Our use of non-GAAP financial measures has certain limitations in that the non-GAAP financial measures we use may not be directly comparable to those reported by other companies. For example, the terms used in this press release, such as EBITDA margin, which is defined as EBITDA as a percentage of revenue, adjusted EBITDA, non-GAAP operating expenses, non-GAAP net income and non-GAAP diluted earnings per share (EPS) do not have a standardized meaning. Other companies may use the same or similarly named measures, but exclude different items, which may not provide investors with a comparable view of our performance in relation to other companies. We seek to compensate for the limitation of our non-GAAP presentation by providing a detailed reconciliation of the non-GAAP financial measures to the most directly comparable GAAP measures in the tables attached hereto. Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures. All financial data is presented on a GAAP basis except where the Company indicates its presentation is on a non-GAAP basis.

Set forth below are reconciliations of the Company's forecasted GAAP to non-GAAP financial metrics.

#### **Investor Contact:**

Chris Chaney  
Vice President, Investor Relations  
[IR@adeia.com](mailto:IR@adeia.com)

– Tables Follow –  
**SOURCE: ADEIA INC.**  
**ADEIA**

**ADEIA INC.**  
**RECONCILIATION FOR GUIDANCE**  
**ON OPERATING EXPENSES**  
(in millions)  
(unaudited)

	<b>Year Ended</b>	
	<b>December 31, 2025</b>	
	<b>Low</b>	<b>High</b>
GAAP operating expenses	\$ 270.0	\$ 274.0
Amortization expense	57.0	57.0
Stock-based compensation expense	34.0	35.0
Separation and related costs <sup>(1)</sup>	9.0	10.0
Total of non-GAAP adjustments	100.0	102.0
Non-GAAP operating expenses	<u>\$ 170.0</u>	<u>\$ 172.0</u>

<sup>(1)</sup> Represents separation and related costs that were incurred subsequent to the separation on October 1, 2022, including expenses incurred on a transitional basis under a contract shared with Xperi Inc.

**ADEIA INC.**  
**RECONCILIATION FOR GUIDANCE**  
**ON NET INCOME**  
(in millions)  
(unaudited)

	<b>Year Ended</b>	
	<b>December 31, 2025</b>	
	<b>Low</b>	<b>High</b>
GAAP net income	\$ 96.4	\$ 113.9
Amortization expense	57.0	57.0
Stock-based compensation expense	34.0	35.0
Separation and related costs <sup>(1)</sup>	9.0	10.0
Total of non-GAAP operating expenses	100.0	102.0
Non-GAAP tax adjustment <sup>(2)</sup>	(26.6)	(40.0)
Non-GAAP net income	<u>\$ 169.8</u>	<u>\$ 175.9</u>

<sup>(1)</sup> Represents separation and related costs that were incurred subsequent to the separation on October 1, 2022, including expenses incurred on a transitional basis under a contract shared with Xperi Inc.

<sup>(2)</sup> The provision for income taxes is adjusted to reflect the net income tax effects of the various non-GAAP pretax adjustments.

**ADEIA INC.**  
**RECONCILIATION FOR GUIDANCE ON**  
**ADJUSTED EBITDA**  
(in millions)  
(unaudited)

	Year Ended	
	December 31, 2025	
	Low	High
GAAP net income	\$ 96.4	\$ 113.9
Stock-based compensation expense	34.0	35.0
Separation and related costs <sup>(1)</sup>	9.0	10.0
Amortization expense	57.0	57.0
Depreciation expense	2.1	2.1
Interest expense	40.0	41.0
Other income	(5.5)	(6.5)
Income tax expense	24.1	12.6
Total of non-GAAP adjustments	160.7	151.2
Adjusted EBITDA	\$ 257.1	\$ 265.1

<sup>(1)</sup> Represents separation and related costs that were incurred subsequent to the separation on October 1, 2022, including expenses incurred on a transitional basis under a contract shared with Xperi Inc.

FOR IMMEDIATE RELEASE



## ADEIA AND DISNEY ENTER INTO LONG-TERM MEDIA IP LICENSE AGREEMENT

**SAN JOSE, Calif., December 22, 2025** — Adeia Inc. (Nasdaq: ADEA), the technology company known for developing foundational innovations that enable next-generation solutions for the semiconductor and media industries, today announced it has entered into a long-term agreement with The Walt Disney Company for access to Adeia’s comprehensive media intellectual property (IP) portfolio. The agreement also resolves all outstanding litigation between the companies and includes a long-term license that covers all of Disney’s products and services that were the subject of the litigation.

“We are very pleased to enter into this agreement with Disney, one of the most influential media and entertainment companies in the world,” said Paul E. Davis, chief executive officer of Adeia. “This deal reflects our commitment to enabling cutting-edge media experiences and further validates the significance of our technology in connected entertainment.”

This announcement highlights Adeia’s foundational role in enabling next-generation media delivery and audience engagement across some of the world’s most widely used streaming platforms and entertainment services. Through long-term collaborations with leading media and technology companies, Adeia continues to help shape the future of digital entertainment.

Disney joins a growing list of leading global brands that leverage Adeia’s extensive media IP portfolio, which covers technologies in key areas such as media streaming and content delivery technology.

### About Adeia Inc.

Adeia (NASDAQ: ADEA) is the technology company known for developing foundational innovations that enable next-generation solutions for the semiconductor and media industries. We invent and license foundational technologies that shape the future of digital entertainment, electronics, and high-performance computing. Our portfolio transforms technologies into an experience that is intelligent, immersive, and personal. For more, please visit [www.adeia.com](http://www.adeia.com).

### For Information Contact:

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Chris Chaney  
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Adeia Media Relations  
Christina Sawyer  
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