

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Habiger David C</u>  (Last) (First) (Middle) C/O XPERI HOLDING CORPORATION 3025 ORCHARD PARKWAY  (Street) SAN JOSE CA 95134  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xperi Holding Corp [ XPER ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	06/01/2020		A		19,949	A	(1)(2)	19,949	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On June 1, 2020, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of December 18, 2019, as amended on January 31, 2020, by and among Xperi Corporation, a Delaware corporation ("Legacy Xperi"), TiVo Corporation, a Delaware corporation ("TiVo"), Xperi Holding Corporation (f/k/a XRAY-TWOLF HoldCo Corporation), a Delaware corporation ("Xperi Holding"), XRAY Merger Sub Corporation, a Delaware corporation ("XRAY Merger Sub"), and TWOLF Merger Sub Corporation, ("TWOLF Merger Sub"), XRAY Merger Sub merged with and into Legacy Xperi with Legacy Xperi as the surviving corporation (the "Xperi Merger"), and TWOLF Merger Sub merged with and into TiVo with TiVo as the surviving corporation (the "TiVo Merger" and, together with the Xperi Merger, the "Mergers"). At the effective time of the Mergers (the "Effective Time"), each share of Legacy Xperi common stock was automatically converted into one share of Xperi Holding common stock (continued in next footnote)
- and each share of TiVo common stock was automatically converted into 0.455 (the "TiVo Exchange Ratio") shares of Xperi Holding common stock (in addition to cash in lieu of fractional shares).

**Remarks:**

/s/ David C. Habiger                      06/03/2020  
 \*\* Signature of Reporting Person      Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.