SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
hours per response:	: 0.5							

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* RIEDEL GEORGE ANDREW			2. Issuer Name and Ticker or Trading Symbol Xperi Corp [N/A]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					Director	10% Owner			
(Last) (First) (Middle) C/O XPERI CORP 3025 ORCHARD PARKWAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2020		Officer (give title below)	Other (specify below)			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable				
(Street)				X	Form filed by One Reporting Person				
SAN JOSE	AN JOSE CA 95134				Form filed by More that Person	an One Reporting			
(City)	(State)	(Zip)							

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. Transa Code (8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	06/01/2020		D		37,172	D	(1)(2)	37,172	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. Transa Code (8)		5. Number n of		6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. 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 ("Tko"), Xperi Holding Corporation (*fk/a* XRAY-TWOLF HoldCo Corporation), a Delaware corporation ("XRAY Merger Sub"), 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"). 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)

2. 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).

<u>/s/ George Andrew Riedel</u> 06/03/2020

** Signature of Reporting Person

Date

thy

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.