

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>KIRCHNER JON</u> (Last) (First) (Middle) <u>C/O XPERI HOLDING CORPORATION</u> <u>3025 ORCHARD PARKWAY</u> (Street) <u>SAN JOSE CA 95134</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and President
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2020</u>	
	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		349,987	A	(1)(2)	349,987	D	
Common Stock ⁽³⁾⁽⁴⁾	06/01/2020		A		156,833	A	(3)(4)	506,820	D	
Common Stock ⁽⁵⁾	06/01/2020		F		16,513	D	\$13.995	490,307	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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$19.34	06/01/2020		A		39,716		06/01/2020	02/14/2023	Common Stock	39,716	(6)	39,716	D	
Stock Option (Right to Buy)	\$19.24	06/01/2020		A		31,518		06/01/2020	03/13/2024	Common Stock	31,518	(6)	31,518	D	
Stock Option (Right to Buy)	\$43.77	06/01/2020		A		57,773		06/01/2020	02/16/2021	Common Stock	57,773	(6)	57,773	D	

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).
- Represents restricted stock units each representing a contingent right to receive one share of Xperi Holding common stock ("Xperi Holding RSU"). At the Effective Time, each restricted stock unit representing a contingent right to acquire a share of Legacy Xperi common stock ("Legacy Xperi RSU") that was subject to time-based vesting and was outstanding immediately prior to the Effective Time, whether vested or unvested, was automatically converted into a Xperi Holding RSU on the same terms and conditions (including any applicable vesting and settlement terms) as were applicable to such Legacy Xperi RSU immediately prior to the Effective Time, including that the number of shares of Xperi Holding common stock subject to such Xperi Holding RSU is equal to the number of shares that were subject to the Legacy Xperi RSU. For Mr. Kirchner, at the Effective Time, awards representing 86,468 Legacy Xperi RSUs that were subject to performance metrics (continued in next footnote)
- ("Legacy Xperi PSUs") were converted into time-based restricted stock units of Xperi Holding, with such number of restricted stock units becoming scheduled to vest on December 31, 2020, subject to Mr. Kirchner's continued service through such vesting date.
- The shares were withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the release of shares subject to vesting.
- At the Effective Time, each option to purchase shares of Legacy Xperi common stock ("Legacy Xperi Option") that was outstanding immediately prior to the Effective Time, whether vested or unvested, was automatically converted into an option to purchase shares of Xperi Holding common stock ("Xperi Holding Option"), on the same terms and conditions (including any applicable vesting and exercisability requirements) as were applicable to such Legacy Xperi Option immediately prior to the Effective Time, including that the number of shares of Xperi Holding common stock subject to the Xperi Holding Option is equal to the number of shares that were subject to the Legacy Xperi Option and the exercise price applicable to the Xperi Holding Option is the same as applied to the Legacy Xperi Option.

Remarks:

/s/ Jon Kirchner

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.

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