

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No. __)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

XPERI HOLDING CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Notice of Annual Meeting of Stockholders

Friday, April 29, 2022

7:30 a.m., Local Time

*Cambria Hotel
26400 Rondell Street
Calabasas, CA 91302*

The 2022 Annual Meeting of the Stockholders ("Annual Meeting") of Xperi Holding Corporation (the "Company") will be held on Friday, April 29, 2022 at 7:30 a.m. local time, at Cambria Hotel, 26400 Rondell Street, Calabasas, CA 91302, for the following purposes.

- 1. To elect eight (8) members of the Board of Directors to hold office until the next annual meeting or until their successors are duly elected and qualified;**
- 2. To approve an amendment to the Company's 2020 Equity Incentive Plan to increase the number of shares reserved for issuance by an additional 8,800,000 shares of common stock;**
- 3. To approve an amendment to the Company's 2020 Employee Stock Purchase Plan to increase the number of shares reserved for issuance by an additional 6,000,000 shares of common stock;**
- 4. To hold an advisory vote to approve the compensation of our named executive officers as described in the proxy statement;**
- 5. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2022; and**
- 6. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.**

These items of business are more fully described in the proxy statement accompanying this notice. The Board of Directors has fixed the close of business on March 2, 2022 as the record date for the determination of stockholders entitled to receive notice of, and to vote at, the Annual Meeting, or at any adjournments of the Annual Meeting.

We are pleased to be furnishing proxy materials to stockholders primarily over the Internet. We believe that this process expedites stockholders' receipt of proxy materials and lowers the costs of printing and distributing our annual meeting materials. On or about March 16, 2022, a Notice of Internet Availability of Proxy Materials was mailed to our stockholders containing instructions on how to access our 2022 Proxy Statement and 2021 Annual Report on Form 10-K, and how to vote online. The Notice also included instructions on how you can receive a copy of your annual meeting materials, including the notice of annual meeting, proxy statement, and proxy card by mail, via e-mail or by downloading them online. If you choose to receive your annual meeting materials by mail, the notice of annual meeting, proxy statement from the Board of Directors, proxy card and annual report will be enclosed. If you choose to receive your annual meeting materials via e-mail, the e-mail will contain voting instructions and links to the annual report and the proxy statement on the Internet, both of which are available at <http://www.proxyvote.com> and on our website at <http://investor.xperi.com/>. If you access <http://www.proxyvote.com> using the instructions on the Notice, you will also be given the option to elect to receive future proxy materials by e-mail or in printed form by mail. If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to the annual meeting materials and a link to the proxy voting site.

Your

election to receive future proxy materials by e-mail or in printed form by mail will remain in effect until you terminate such election.

In order to ensure your representation at the Annual Meeting, you are requested to submit your proxy over the Internet, by telephone or by mail.

All stockholders are cordially invited to attend the Annual Meeting.

By Order of the Board of Directors
Xperi Holding Corporation
/s/ Paul E. Davis
PAUL E. DAVIS
Secretary

San Jose, California
March 16, 2022



XPERI HOLDING CORPORATION
3025 ORC HARBOR PARKWAY
SAN JOSE, CA 95134-2017

Your **Vote** Counts!

XPERI HOLDING CORPORATION

2022 Annual Meeting

Vote by April 28, 2022

11:59 PM ET



You invested in XPERI HOLDING CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on April 29, 2022.**

Get informed before you vote

View the Notice & Proxy Statement, Annual Report on Form 10K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 15, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

April 29, 2022
7:30 AM PDT

Cambria Hotel
26400 Rondell Street
Calabasas, CA 91302

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1a. Darcy Antonellis	☑ For
1b. Laura J. Durr	☑ For
1c. David C. Habiger	☑ For
1d. Jon Kirchner	☑ For
1e. Daniel Moloney	☑ For
1f. Tonia O'Connor	☑ For
1g. Raghavendra Rau	☑ For
1h. Christopher A. Seams	☑ For
2. To approve an amendment to 2020 Equity Incentive Plan.	☑ For
3. To approve an amendment to 2020 Employee Stock Purchase Plan.	☑ For
4. To hold an advisory vote to approve the compensation of the Company's named executive officers; and	☑ For
5. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its year ending December 31, 2022.	☑ For

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".



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XPERI HOLDING CORPORATION
3025 ORCHARD PARKWAY
SAN JOSE, CA 95134-2017



SCAN TO VIEW MATERIALS & VOTE



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on 04/28/2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on 04/28/2022. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees

Table with 3 columns: Name, For, Against, Abstain. Rows include Darcy Antonellis, Laura J. Durr, David C. Habiger, Jon Kirchner, Daniel Moloney, Tonia O'Connor, Raghavendra Rau, Christopher A. Seans.

Table with 3 columns: Proposal, For, Against, Abstain. Rows include 3. To approve an amendment to 2020 Employee Stock Purchase Plan, 4. To hold an advisory vote to approve the compensation of the Company's named executive officers, and 5. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its year ending December 31, 2022.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors recommends you vote FOR proposals 2, 3, 4 and 5.

Table with 3 columns: Proposal, For, Against, Abstain. Row 2. To approve an amendment to 2020 Equity Incentive Plan.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice & Proxy Statement and Annual Report on Form 10K are available at www.proxyvote.com

XPERI HOLDING CORPORATION
Annual Meeting of Stockholders
April 29, 2022 7:30 AM PDT
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Jon Kirchner and Robert Andersen, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of XPERI HOLDING CORPORATION that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 7:30 AM, PDT on April 29, 2022, at Cambria Hotel, 26400 Rondell Street, Calabasas, CA 91302, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

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