UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

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

Date of report (Date of earliest event reported): February 23, 2022

XPERI HOLDING CORPORATION

(Exact name of Registrant as Specified in its Charter)

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) 321-6000 (Registrant's telephone number, including area code)

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:

Ī	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
ĺ	Common Stock (par value \$0.001 per share)	XPER	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.

Item 2.02 Results of Operations and Financial Condition.

On February 23, 2022, Xperi Holding Corporation (the "Company") announced its financial results for the fourth quarter ended December 31, 2021. A copy of the Company's press release announcing these financial results and other information regarding its financial condition is attached hereto as Exhibit 99.1 to this Form 8-K.

The information in Item 2.02 of this report, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit
No. Description

99.1 <u>Press Release dated February 23, 2022</u>

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: February 23, 2022

XPERI HOLDING CORPORATION

By: /s/ Robert Andersen

Name: Robert Andersen

Title: Chief Financial Officer



XPERI HOLDING CORPORATION ANNOUNCES FOURTH QUARTER 2021 RESULTS

San Jose, Calif. (February 23, 2022) – Xperi Holding Corporation (Nasdaq: XPER) (the "Company", "Xperi" or "we") today announced financial results for the fourth quarter ended December 31, 2021.

"Our fourth quarter performance was solid, and we finished the year with revenue around the mid-point of our guidance and earnings above expectations. I'm proud of how our team has navigated the shifting pandemic challenges to position the Company for success," said Jon Kirchner, chief executive officer of Xperi. "Importantly, we continued to successfully deliver against the key strategic objectives we set following our merger with TiVo nearly two years ago. To that end, we are thrilled to announce a new agreement with Micron, a strong indicator of the industry's continued move toward hybrid bonding as a key enabling technology."

Fourth Quarter 2021 Financial Highlights:

- Revenue of \$214.4 million for the quarter, compared to \$433.9 million for Q4 2020, which included prior period revenue from the Comcast agreement. Quarterly revenue was up more than 2% excluding prior period Comcast revenue.
- GAAP loss per share of \$(0.14) and non-GAAP earnings per share of \$0.30.
- Cash Flow from Operations of \$68.9 million.
- Adjusted Free Cash Flow¹ of \$65.3 million.
- Repurchased \$25.1 million of common stock.
- ¹ Adjusted Free Cash Flow is defined as Operating Cash Flow, less purchases of property and equipment, plus merger and integration, separation, and severance and retention costs.

Full Year 2021 Financial Highlights:

- Revenue of \$877.7 million for the full year 2021.
- GAAP loss per share of \$(0.53) and non-GAAP earnings per share of \$2.03.
- Cash Flow from Operations of \$234.8 million.
- Returned over \$100 million to stockholders through dividends and share repurchases.

Fourth Quarter 2021 Business and Recent Operating Highlights:

IP Licensing Business (Revenue: \$89.7 million)

- Increased go-forward average annual revenue baseline from \$350 million to \$375 million.
- Entered into a new multi-year license agreement with Micron Technology, Inc., which covers our hybrid bonding IP.
- Launched new brand for the IP licensing business, "Adeia".

Product Business (Revenue: \$124.7 million)

Pay-TV business highlights:

- IPTV subscribers grew organically by more than 5 times year-over-year.
- Added several new operator IPTV design wins, including Breezeline.
- Completed the integration of MobiTV, now referred to as TiVo's Managed IPTV service.

Consumer Electronics business highlights:

- Launched IMAX Enhanced on LG Soundbars and Vestel TVs.
- Increased Sony Pictures IMAX Enhanced content offerings to more than 160 unique titles.
- Play-Fi wireless won multiple innovation awards, including being named a CES 2022 Innovation Awards Honoree.

Connected Car business highlights:

- · Toyota will include HD Radio as a standard feature across its entire next generation infotainment system in the U.S.
- Sixteen car companies are testing DTS AutoStage in Europe, North America and Asia; and multiple partners, including two major OEMs, are in advanced stages
 of testing.



Achieved important industry A-SPICE certification for the DTS AutoSense driver monitoring solution.

Media Platform business highlights:

- Continued to integrate content onto the TiVo platform, and added Discovery+, PBS, and CineLife to TiVo Stream 4K and TiVo+. TiVo Stream 4K now covers all
 major streaming services.
- Released "Video Price-Based Auction" solution for TiVo's CTV ad inventory, driving increasing fill rates.

Environment Social & Governance (ESG)

Earlier this month, the Company published its first annual ESG report. During 2021, Xperi leadership met with employees across its global workforce and through thoughtful, candid conversations on diversity, equity, inclusion, and its environmental footprint, completed a robust analysis to identify and prioritize the ESG issues material to the Company. The report can be found on the Company's website by clicking here: <u>ESG Report</u>.

Capital Allocation

During the quarter, the Company repurchased \$25.1 million of common stock.

On December 20, 2021, the Company paid \$5.2 million to stockholders of record on November 29, 2021, for a quarterly cash dividend of \$0.05 per share of common stock.

On February 3, 2022, the Board of Directors declared a dividend of \$0.05 per share, payable on March 30, 2022, to stockholders of record on March 16, 2022.

Financial Outlook

The Company's full year 2022 outlook is as follows:

Category	GAAP Outlook	Non-GAAP Outlook
Revenue	\$910M to \$950M	\$910M to \$950M
COGS	\$120M to \$130M	\$120M to \$130M
Operating Expense excluding COGS*	\$725M to \$755M	\$490M to \$520M
Interest Expense	~ \$36M	~ \$36M
Other Income	~ \$3M	~ \$3M
Cash Tax (net of refunds)	\$33M to \$35M	\$33M to \$35M
Basic Shares Outstanding	105M	105M
Diluted Shares Outstanding	107M	113M
Operating Cash Flow	\$200M to \$230M	\$200M to \$230M

^{*}See tables for reconciliation of GAAP to non-GAAP differences.

Conference Call Information

The Company will hold its fourth quarter 2021 earnings conference call at 2:00 PM Pacific Time (5:00 PM Eastern Time) on Wednesday, February 23, 2022. To access the call in the U.S., please dial 800-220-8451, and for international callers, dial +1 646-828-8193. The conference ID is 2746276. All participants should dial in at least 15 minutes prior to the start of the conference call. A presentation corresponding with the conference call will be available live and in PDF format and the Company suggests utilizing the webcast link to access the call at Q4 Earnings Call Webcast.

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 the Company's current expectations, estimates and projections about the Company's financial results, forecasts, and business outlook. 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," "expect," "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 our control, and are not guarantees of future results, such as statements about the anticipated benefits of the transaction. These and other forward-looking statements are not guarantees of future results and 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: anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenue, cost savings, expenses, earnings, economic performance, indebtedness, financial condition, losses, future prospects, business strategies, and expansion and growth of the Company's businesse

Company's ability to implement its business strategy; pricing trends, including the Company's ability to achieve economics of scale; the ability of the Company 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 evolving legal, regulatory and tax regimes under which the Company operates; unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, and natural disasters; the extent to which the COVID-19 pandemic continues to have an adverse impact on our business, results of operations, and financial condition will depend on future developments, including measures taken in response to the pandemic, which are highly uncertain and cannot be predicted; the impact of supply chain constraints on our customers; and any plans regarding a potential separation of the combined business. These risks, as well as other risks associated with the 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. 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. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, 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, whether a

About Xperi Holding Corporation

Xperi invents, develops, and delivers technologies that enable extraordinary experiences. Xperi technologies, delivered via its brands (Adeia, DTS, HD Radio, IMAX Enhanced, TiVo), and by its startup, Perceive, make entertainment more entertaining, and smart devices smarter. Xperi technologies are integrated into billions of consumer devices, media platforms, and semiconductors worldwide, driving increased value for partners, customers and consumers.

Xperi, Adeia, DTS, IMAX Enhanced, HD Radio, Perceive, TiVo and their respective logos are trademarks or registered trademarks of affiliated companies of Xperi Holding Corporation in the United States and other countries. All other company, brand and product names may be trademarks or registered trademarks of their respective companies.

Non-GAAP Financial Measures

In addition to disclosing financial results calculated in accordance with U.S. Generally Accepted Accounting Principles (GAAP), the Company's earnings release contains non-GAAP financial measures adjusted 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 and related tax effects. Management believes that the non-GAAP measures used in this release provide investors with important perspectives into the Company's ongoing business and financial performance, and provide a better 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 non-GAAP Operating Expenses, 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 U.S. GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable U.S. 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 reported and forecasted GAAP to non-GAAP financial metrics.

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Xperi Media Contact:

Amy Brennan, Senior Director, Corporate Communications +1 949-518-6846 amy.brennan@xperi.com

SOURCE: XPERI HOLDING CORP XPER-E

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XPERI HOLDING CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts) (unaudited)

		Three Months Ended		Twelve Months		nths E	ıs Ended		
	Dec	December 31, 2021		December 31, 2020		December 31, 2021		December 31, 2020	
Revenue	\$	214,449	\$	433,927	\$	877,696	\$	892,020	
Operating expenses:									
Cost of revenue, excluding depreciation and amortization of intangible									
assets		39,194		33,023		126,758		78,357	
Research, development and other related costs		63,828		70,589		232,197		195,154	
Selling, general and administrative		68,331		76,770		266,085		245,356	
Depreciation expense		5,807		6,103		23,801		17,918	
Amortization expense		46,576		51,379		203,401		156,826	
Litigation expense		4,480		6,281		11,642		20,782	
Total operating expenses		228,216		244,145		863,884		714,393	
Operating income (loss)		(13,767)		189,782		13,812		177,627	
Interest expense		(8,573)		(13,271)		(38,973)		(37,873)	
Other income and expense, net		(278)		1,007		2,638		4,455	
Loss on debt extinguishment		<u></u>		<u> </u>		(8,012)		(8,300)	
Income (loss) before taxes		(22,618)		177,518		(30,535)		135,909	
Provision for (benefit from) income taxes		(7,429)		(1,126)		28,378		(7,887)	
Net income (loss)	\$	(15,189)	\$	178,644	\$	(58,913)	\$	143,796	
Less: net loss attributable to noncontrolling interest	_	(630)		(1,147)		(3,456)		(2,966)	
Net income (loss) attributable to the Company	\$	(14,559)	\$	179,791	\$	(55,457)	\$	146,762	
Income (loss) per share attributable to the Company:									
Basic	\$	(0.14)	\$	1.70	\$	(0.53)	\$	1.77	
Diluted	\$	(0.14)	\$	1.68	\$	(0.53)	\$	1.75	
Weighted average number of shares used in per share									
calculations-basic		104,249		105,498		104,735		82,840	
Weighted average number of shares used in per share									
calculations-diluted		104,249		106,907		104,735		83,856	

XPERI HOLDING CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands) (unaudited)

	D	December 31, 2021		December 31, 2020		
ASSETS						
Current assets:						
Cash and cash equivalents	\$	201,121	\$	170,188		
Available-for-sale debt securities		60,534		86,947		
Accounts receivable, net		143,683		115,975		
Unbilled contracts receivable, net		77,677		132,431		
Other current assets		36,459		40,763		
Total current assets		519,474		546,304		
Long-term unbilled contracts receivable		4,107		6,761		
Property and equipment, net		60,974		63,207		
Operating lease right-of-use assets		68,498		80,226		
Intangible assets, net		817,916		1,004,379		
Goodwill		851,088		847,029		
Other long-term assets		147,965		153,270		
Total assets	\$	2,470,022	\$	2,701,176		
LIABILITIES AND EQUITY						
Current liabilities:						
Accounts payable	\$	7,811	\$	13,045		
Accrued legal fees		7,190		5,783		
Accrued liabilities		103,515		129,035		
Current portion of long-term debt, net		36,095		43,689		
Deferred revenue		35,136		33,119		
Total current liabilities		189,747		224,671		
Deferred revenue, less current portion		37,107		39,775		
Long-term deferred tax liabilities		19,848		24,754		
Long-term debt, net		729,392		795,661		
Noncurrent operating lease liabilities		54,658		66,243		
Other long-term liabilities		98,842		98,953		
Total liabilities		1,129,594		1,250,057		
Commitments and contingencies						
Company stockholders' equity:						
Preferred stock		_				
Common stock		113		110		
Additional paid-in capital		1,340,480		1,268,471		
Treasury stock at cost		(178,022)		(77,218)		
Accumulated other comprehensive income (loss)		(752)		1,264		
Retained earnings		187,814		264,250		
Total Company stockholders' equity		1,349,633		1,456,877		
Noncontrolling interest		(9,205)		(5,758)		
Total equity		1,340,428		1,451,119		
Total liabilities and equity	\$	2,470,022	\$	2,701,176		

XPERI HOLDING CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (unaudited)

	Twelve Months Ended				
	Decem	December 31, 2021		December 31, 2020	
Cash flows from operating activities:					
Net income (loss)	\$	(58,913)	\$	143,796	
Adjustments to reconcile net income (loss) to net cash from operating activities:					
Depreciation of property and equipment		23,801		17,918	
Amortization of intangible assets		203,401		156,826	
Stock-based compensation expense		58,182		39,135	
Deferred income taxes		(978)		(34,670)	
Loss on debt extinguishment		8,012		8,300	
Patent assets received in lieu of cash		(8,787)		_	
Other		5,488		19,500	
Changes in operating assets and liabilities:					
Accounts receivable		(27,615)		7,091	
Unbilled contracts receivable		58,496		76,262	
Other assets		7,497		(41,948)	
Accounts payable		(5,234)		(4,863)	
Accrued and other liabilities		(27,910)		21,692	
Deferred revenue		(651)		18,564	
Net cash from operating activities		234,789		427,603	
Cash flows from investing activities:					
Purchases of property and equipment		(13,950)		(7,379)	
Proceeds from sale of property and equipment		19		_	
Net cash received (paid) for mergers and acquisitions		(17,400)		117,424	
Purchases of intangible assets		(186)		(50,935)	
Purchases of short-term investments		(67,343)		(77,178)	
Proceeds from sales of investments		49,768		11,225	
Proceeds from maturities of investments		42,886		24,683	
Net cash from investing activities		(6,206)		17,840	
Cash flows from financing activities:					
Dividends paid		(20,979)		(30,829)	
Repayment of debt		(84,048)		(520,250)	
Debt refinancing costs		(4,253)		_	
Proceeds from debt, net of debt discount and issuance costs		_		1,010,286	
Repayment of assumed debt from merger transaction		_		(734,609)	
Proceeds from employee stock purchase program and exercise of stock options		13,839		4,855	
Repurchases of common stock		(100,804)		(80,589)	
Net cash from financing activities		(196,245)		(351,136)	
Effect of exchange rate changes on cash and cash equivalents		(1,405)		1,330	
Net increase in cash and cash equivalents		30,933		95,637	
Cash and cash equivalents at beginning of period		170,188		74,551	
Cash and cash equivalents at end of period	\$	201,121	\$	170,188	
Supplemental disclosure of cash flow information:					
Interest paid	\$	32,363	\$	31,240	
Income taxes paid, net of refunds	\$	30,865	\$	43,066	
Stock issued in merger transaction	\$	_	\$	828,334	
			_		

XPERI HOLDING CORPORATION GAAP TO NON-GAAP RECONCILIATIONS (in thousands, except per share amounts) (unaudited)

Net income attributable to the Company:

Net income attributable to the Company.		Sonths Ended ber 31, 2021	Twelve Months Ended December 31, 2021		
GAAP net loss attributable to the Company	\$	(14,559)	\$	(55,457)	
Adjustments to GAAP net loss attributable to the Company:					
Stock-based compensation expense:					
Cost of revenue		595		1,972	
Research, development and other		5,566		19,833	
Selling, general and administrative		9,553		36,377	
Amortization expense		46,576		203,401	
Merger and integration-related costs:					
Transaction and other related costs recorded in selling, general and administrative		52		1,647	
Severance and retention recorded in cost of revenue, excluding depreciation and					
amortization of intangible assets		53		849	
Severance and retention recorded in research, development and other		142		2,681	
Severance and retention recorded in selling, general and administrative		15		3,375	
Separation costs recorded in selling, general and administrative		2,030		7,596	
Gain from lease restructuring recorded in selling, general and administrative		_		(818)	
Loss on debt extinguishment		_		8,012	
Expensed debt refinancing costs		_		2,590	
Cash taxes paid in excess of tax provision/benefit recorded		(16,143)		(2,487)	
Non-GAAP net income attributable to the Company	\$	33,880	\$	229,571	
Diluted earnings per share attributable to the Company:					
	Three Months Ended		Twelve Months End		
	December 31, 2021			ber 31, 2021	
GAAP diluted loss per share attributable to the Company	\$	(0.14)	\$	(0.53)	
Adjustments to GAAP diluted loss per share attributable to the Company:					
Stock-based compensation expense		0.15		0.56	
Amortization expense		0.45		1.94	
Merger and integration-related costs		_		80.0	
Separation costs		0.02		0.07	
Gain from lease restructuring recorded		_		(0.01)	
Loss on debt extinguishment				0.08	
Expensed debt refinancing costs		_		0.02	
Difference in shares used in the calculation		(0.02)		(0.16)	
Cash taxes paid in excess of tax provision/benefit recorded		(0.16)		(0.02)	
Non-GAAP diluted earnings per share attributable to the Company	\$	0.30	\$	2.03	
Weighted average number of shares used in per share					
calculations excluding the effects of stock-based compensation - diluted		112,518		112,894	

XPERI HOLDING CORPORATION RECONCILIATION FROM OPERATING CASH FLOW TO ADJUSTED FREE CASH FLOW (in thousands) (unaudited)

	Three Months Ended December 31, 2021		
Cash flow from operations	\$ 68,876		
Adjustments to cash flow from operations:	(F. CE2)		
Purchases of property & equipment Merger and integration costs	(5,652) 52		
Separation-related costs	2,030		
Adjusted free cash flow	\$ 65,306		

XPERI HOLDING CORPORATION RECONCILIATION FOR GUIDANCE ON GAAP TO NON-GAAP OPERATING EXPENSE EXCLUDING COGS (in millions) (unaudited)

Twelve Months Ended December 31, 2022 Low High 725.0 GAAP operating expense excluding COGS 755.0 Stock-based compensation -- R&D (23.0) (23.0) Stock-based compensation -- SG&A (39.0)(39.0)Merger, integration and separation-related expense -- SG&A (15.0)(15.0)(158.0)Amortization expense (158.0)Total of non-GAAP adjustments (235.0)(235.0)Non-GAAP operating expense excluding COGS 490.0 520.0