FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	DC	20549
vvasi ii iytori,	D.C.	20349

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number:	3235-0287									
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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	Secti	on 30	(n) of the	investr	nent (Jom	pany Act	ot 1940	J							
1. Name and Address of Reporting Person* DHARAN MURALI					2. Issuer Name and Ticker or Trading Symbol <u>Xperi Corp</u> [N/A]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
DHARAN MURALI																Directo			10% Ov	· I	
4 0			4.5.1.11.		- -	Doto	f Corl	ioot Tron	agation	/Mont	·h/D	au/Vaar)			-		Officer (give title below)		Other (s below)	респу <u></u>	
(Last) (First) (Middle) C/O XPERI CORP						3. Date of Earliest Transaction (Month/Day/Year) 06/01/2020										Pres, Tessera Int Prop Corp					
3025 ORCHARD PARKWAY																					
		_ 4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable								
(Street)															Line	,				.	
SAN JOS	SE C.	A	95145												4	X Form filed by One Reporting Person Form filed by More than One Reporting					
,					-											Persor		re tnar	i One Repoi	ting	
(City)	(S	tate)	(Zip)																		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
1. Title of S	Security (Inst	tr. 3)		2. Tran Date	saction		2A. Deemed		3.							5. Amount of Securities		6. Ownership Form: Direct		7. Nature of Indirect	
				(Month/Day/Ye		ear)			Code (Instr.						. 3, 4 anu	Beneficia	ially	(D) o	r Indirect	Beneficial	
							(Month/Day/Yea		ar) 8)							Owned F Reported	i	(I) (In		Ownership (Instr. 4)	
									Co	de V	'	Amount	(1)	A) or D)	Price	Transact (Instr. 3	ion(s) and 4)				
Common Stock			06/0	1/2020				I			38,68	6	D	(1)(2)	38,	,790		D			
Common Stock ⁽³⁾			06/0	1/2020				D			38,790		D	(3)	0			D			
		-	Table II -													Owned					
					puts,	can	-				_	onvertil									
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date,	4. Transac Code (In				6. Date Exercisable Expiration Date (Month/Day/Year)				of Securities			8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securitie: Beneficia Owned Following Reported Transacti (Instr. 4)	e s ully	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
															Amount or						
									Date		 -	xpiration		1	Number						
					Code	v	(A)	(D)	Exerci	sable		ate	Title		Shares						
Stock Option (Right to Buy)	\$22.45	06/01/2020			D			70,000	(4	1)	10	0/15/2027	Comm		70,000	(5)	0		D		

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 In On Julie 1, 2020, bustant to the Agreement and Plan of Merger and Reorganization, date as of Determine 16, 2020, bustant to the Agreement and Plan of Merger and Reorganization, (are as of Determine 16, 2021, as anienteed of January 31, 2020, by and almost April Composition ("Table 17, 2020, bustant to the Agreement and Plan of Merger Sub Corporation ("Tivo"), XPeri Holding Corporation (fk/a XRAY-TWOLF HoldCo 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
- 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).
- 3. Represents restricted stock units each representing a contingent right to receive one share of Legacy Xperi common stock ("Legacy Xperi RSU"). At the Effective Time, each 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 restricted stock unit representing a contingent right to acquire a share of Xperi Holding common stock ("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 RSU is equal to the number of shares that were subject to the Legacy
- 4. The stock option grant vests and becomes exercisable with respect to twenty-five percent (25%) of the total number of shares of Legacy Xperi's common stock subject to the stock option grant on each of October 16, 2018, October 16, 2019, October 16, 2020 and October 16, 2021.
- 5. 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/ Murali Dharan

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.