

**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): August 6, 2019

XPERI CORPORATION

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37956
(Commission
File Number)

81-4465732
(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 (see General Instruction A.2. below):

- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 August 6, 2019, Xperi Corporation (the “Company”) announced its financial results for the second quarter ended June 30, 2019. 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	Press Release dated August 6, 2019

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: August 6, 2019

XPERI CORPORATION

By: /s/ Robert Andersen

Name: Robert Andersen

Title: Executive Vice President and Chief Financial Officer

FOR IMMEDIATE RELEASE



XPERI CORPORATION ANNOUNCES SECOND QUARTER 2019 RESULTS

San Jose, Calif. (August 6, 2019) – Xperi Corporation (Nasdaq: XPER) (the “Company” or “we”) today announced financial results for the second quarter ended June 30, 2019.

“We had a good second quarter with billings exceeding expectations and operating expenses lower than anticipated. We also had strong cash flow generation and elected to pay down an additional \$50 million of our debt,” said Jon Kirchner, chief executive officer of Xperi. “Overall, we saw solid performance in automotive, made progress on our IP licensing pipeline, and launched DBI Ultra to a very positive reception.”

Financial Highlights

(\$ and share count in thousands)

	GAAP		Non-GAAP	
	Q2 2019	Q2 2018	Q2 2019	Q2 2018
Billings ¹	\$ 92,302	\$ 100,694	\$ 92,302	\$ 100,694
Total Operating Expense ²	\$ 83,431	\$ 91,560	\$ 50,896	\$ 56,111
Interest Expense ¹	\$ 6,199	\$ 6,200	\$ 6,199	\$ 6,200
Other Income ²	\$ 4,806	\$ 2,229	\$ 920	\$ 81
Cash Tax (net of refunds) ¹	\$ 859	\$ 4,343	\$ 859	\$ 4,343
Diluted Shares Outstanding	49,259	49,060	52,135	51,909

¹ Measures are the same for both the GAAP and Non-GAAP presentation.

² See tables for reconciliations.

Other Relevant Metrics

	Q2 2019	Q2 2018
Operating Cash Flow	\$ 55,072	\$ 34,585
Cash, Cash Equivalents, and S-T Investments	\$ 98,318	\$ 95,253

Capital Allocation

On June 19, 2019, the Company paid \$9.9 million to stockholders of record on May 29, 2019, for the quarterly cash dividend of \$0.20 per share of common stock.

Additionally, on July 24, 2019, the Board of Directors approved the quarterly dividend of \$0.20 per share of common stock, payable on September 17, 2019, to stockholders of record on August 27, 2019.

In June, the Company paid down \$50 million of its Term Loan B debt, resulting in a remaining balance of \$394 million.

Financial Guidance

Consequent with the introduction of the revenue accounting standard, ASC 606, the Company announced it will use billings as a key measure of business progress. As a result, the Company’s outlook is now based on billings rather than GAAP revenue. For additional information regarding the Company’s approach to guidance, please review the “ASC 606 Business Metrics and Guidance Approach” presentation given by the Company on January 25, 2018, at <https://investor.xperi.com>.

Q3 2019	GAAP Outlook	Non-GAAP Outlook
Billings ¹	\$88M to 92M	\$88M to 92M
Operating Expense ²	\$84M to 87M	\$51M to 54M
Interest Expense ¹	\$5.5M	\$5.5M
Other Income ²	\$2.3M	\$0.8M
Cash Tax (net of refunds) ¹	\$5.8M	\$5.8M
Diluted Shares Outstanding	49.3M	52.3M

¹ Measures are the same for both the GAAP and Non-GAAP presentation.

² See tables for reconciliations.



The Company reiterated its 2019 full year billings outlook. In addition, the Company made the following changes to its full year outlook: lowered operating expenses, lowered cash taxes, increased other income, and increased operating cash flow.

FY 2019	GAAP Outlook	Non-GAAP Outlook
Billings ¹	\$395M to 415M	\$395M to 415M
Operating Expense ²	\$344M to 358M	\$213M to 227M
Interest Expense ¹	~\$24M	~\$24M
Other Income ²	~\$10.0M	~\$3.5M
Cash Tax (net of refunds) ¹	\$16.5M to 20.5M	\$16.5M to 20.5M
Diluted Shares Outstanding	50.0M	52.0M
Operating Cash Flow ¹	\$135M to 155M	\$135M to 155M

¹ Measures are the same for both the GAAP and Non-GAAP presentation.

² See tables for reconciliations.

Conference Call Information

The Company will hold its second quarter 2019 earnings conference call at 2:00 PM Pacific Time (5:00 PM Eastern Time) on Tuesday, August 6, 2019. To access the call in the U.S., please dial 1-800-353-6461, and for international callers dial +1 334-323-0501, approximately 15 minutes prior to the start of the conference call. The conference ID is 5848194. The conference call will also be broadcast live over the Internet at <https://investor.xperi.com/home/default.aspx>.

Safe Harbor Statement

This press release contains forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties that could cause actual results to differ significantly from those projected, particularly with respect to the Company's financial results and guidance. Material factors that may cause results to differ from the statements made include the plans or operations relating to the businesses of the Company; market or industry conditions; changes in patent laws, regulation or enforcement, or other factors that might affect the Company's ability to protect or realize the value of its intellectual property; the expiration of license agreements and the cessation of related royalty income; the failure, inability or refusal of licensees to pay royalties; initiation, delays, setbacks or losses relating to the Company's intellectual property or intellectual property litigations, or invalidation or limitation of key patents; fluctuations in operating results due to the timing of new license agreements and royalties, or due to legal costs; the risk of a decline in demand for semiconductors and products utilizing our audio and imaging technologies; failure by the industry to use technologies covered by the Company's patents; the expiration of the Company's patents; the Company's ability to successfully complete and integrate acquisitions of businesses; the risk of loss of, or decreases in production orders from, customers of acquired businesses; financial and regulatory risks associated with the international nature of the Company's businesses; failure of the Company's products to achieve technological feasibility or profitability; failure to successfully commercialize the Company's products; changes in demand for the products of the Company's customers; limited opportunities to license technologies due to high concentration in applicable markets for such technologies; the impact of competing technologies on the demand for the Company's technologies; pricing trends, including the Company's ability to achieve economies of scale; and other developments in the markets in which the Company operates, as well as management's response to any of the aforementioned factors. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this release.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and elsewhere, including the Risk Factors included in the Company's recent reports on Form 10-K and Form 10-Q and other documents of the Company on file with the Securities and Exchange Commission (the "SEC"). The Company's SEC filings are available publicly on the SEC's website at www.sec.gov. Any forward-looking statements made or incorporated by reference herein are qualified in their entirety by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company or its business or operations. Except to the extent required by applicable law, the Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

About Xperi Corporation

Xperi Corporation (Nasdaq: XPER) and its brands, DTS, FotoNation, HD Radio, Invensas and Tessera, are dedicated to creating innovative technology solutions that enable extraordinary experiences for people around the world. Xperi's solutions are licensed by hundreds of leading global partners and have shipped in billions of products in areas including premium audio, broadcast, automotive, computational imaging, computer vision, mobile computing and communications, memory, data storage, and 3D semiconductor interconnect and packaging. For more information, please call +1 408-321-6000 or visit www.xperi.com.

Xperi, DTS, Invensas, FotoNation, HD Radio, Tessera and their respective logos are trademarks or registered trademarks of affiliated companies of Xperi 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.

Billings

Billings reflect amounts in an accounting period invoiced to customers, less any credits issued to or paid to customers, plus amounts due under certain licensing-related contractual arrangements that may not be subject to an invoice. Management evaluates the Company's financial performance in part based on billings due to the close alignment between billings and cash receipts from licensing activity, and believes billings is an important metric to provide to readers of our financial results. Billings may vary materially from revenue recorded under U.S. GAAP.

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, acquired in-process research and development, all forms of stock-based compensation, interest income from significant financing components under Topic 606, unrealized gains or losses on marketable equity securities, restructuring and other related exit costs. Management believes that the non-GAAP measures used in this release provide investors with important perspectives into the Company's ongoing business performance. 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, and the financial results calculated in accordance with GAAP and reconciliations to those financial statements should be carefully evaluated. The non-GAAP financial measures used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. 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 GAAP to non-GAAP financial metrics.

Xperi Investor Contact:

Geri Weinfeld, Vice President Investor Relations

+1 818-436-1231

IR@xperi.com

Xperi Media Contact:

Stacy Roughan, Director Corporate Communications

+1 818-436-1086

press@xperi.com

– Tables Follow –

SOURCE: XPERI CORP

XPER-E

###

XPERI CORPORATION
FINANCIAL INFORMATION SCHEDULE
COMPONENTS OF GAAP AND NON-GAAP OPERATING EXPENSE
(in thousands)
(unaudited)

	Three Months Ended June 30,	
	2019	2018
GAAP operating expense - components		
Cost of revenue	\$ 2,529	\$ 2,080
Research, development and other related costs	25,704	25,170
Selling, general and administrative	28,653	30,476
Amortization expense	25,314	27,199
Litigation expense	1,231	6,635
Total operating expenses	\$ 83,431	\$ 91,560

	Three Months Ended June 30,	
	2019	2018
Non-GAAP operating expense - components		
Cost of revenue	\$ 2,529	\$ 2,080
Research, development and other related costs	22,558	21,808
Selling, general and administrative	24,578	25,588
Litigation expense	1,231	6,635
Total operating expenses	\$ 50,896	\$ 56,111

XPERI CORPORATION
RECONCILIATION FROM GAAP TO NON-GAAP OPERATING EXPENSES
(in thousands)
(unaudited)

	Three Months Ended June 30,	
	2019	2018
GAAP operating expenses	\$ 83,431	\$ 91,560
Adjustments to non-GAAP operating expenses:		
Stock-based compensation --R&D	(3,146)	(3,344)
Stock-based compensation --SG&A	(4,075)	(3,875)
Amortization expense	(25,314)	(27,199)
Acquisition & related expense--R&D	—	(18)
Acquisition & related expense--SG&A	—	(1,013)
Non-GAAP operating expenses	\$ 50,896	\$ 56,111

XPERI CORPORATION
RECONCILIATION FROM GAAP TO NON-GAAP OTHER INCOME
(in thousands)
(unaudited)

	Three Months Ended June 30,	
	2019	2018
GAAP other income	\$ 4,806	\$ 2,229
Adjustments to non-GAAP other income:		
Interest income from significant financing components under Topic 606	(1,854)	(2,148)
Unrealized gain on marketable equity securities	(2,032)	—
Non-GAAP other income	\$ 920	\$ 81

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

	Three months ended September 30, 2019		Twelve months ended December 31, 2019	
	Low	High	Low	High
GAAP operating expense	\$ 84.2	\$ 87.2	\$ 344.0	\$ 358.0
Stock-based compensation--R&D	(3.5)	(3.5)	(13.5)	(13.5)
Stock-based compensation--SG&A	(4.5)	(4.5)	(17.5)	(17.5)
Amortization expense	(25.2)	(25.2)	(100.0)	(100.0)
Total of non-GAAP adjustments	(33.2)	(33.2)	(131.0)	(131.0)
Non-GAAP operating expense	<u>\$ 51.0</u>	<u>\$ 54.0</u>	<u>\$ 213.0</u>	<u>\$ 227.0</u>

XPERI CORPORATION
RECONCILIATION FOR GUIDANCE ON
GAAP TO NON-GAAP OTHER INCOME
(in millions)
(unaudited)

	Three months ended September 30, 2019	Twelve months ended December 31, 2019
GAAP other income	\$ 2.3	\$ 10.0
Adjustments to non-GAAP other income:		
Interest income from significant financing components under Topic 606	(1.5)	(6.5)
Non-GAAP other income	<u>\$ 0.8</u>	<u>\$ 3.5</u>