

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

XPERI CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-4465732
(I.R.S. Employer
Identification Number)

**3025 Orchard Parkway
San Jose, California 95134
(408) 321-6000**
(Address, including zip code, and telephone number,
including area code, of principal executive offices)

Xperi Corporation Second Amended and Restated International Employee Stock Purchase Plan
(Full title of the Plan)

**Jon Kirchner
Chief Executive Officer
Xperi Corporation
3025 Orchard Parkway
San Jose, California 95134
(408) 321-6000**
(Name and address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:
**Robert A. Koenig, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, par value \$0.001 per share	300,000	\$25.09(2)	\$7,527,000(2)	\$912.27

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the Registrant's Second Amended and Restated International Employee Stock Purchase Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act. The proposed maximum offering price per share is \$25.09 per share, which is the average of the high (\$25.38) and low (\$24.79) prices for the Registrant's common stock reported by The Nasdaq Global Select Market on May 6, 2019.

Proposed sales to take place as soon after the effective date of the Registration Statement as awards granted under the Plan are granted, purchased and/or distributed.

REGISTRATION OF ADDITIONAL SECURITIES

By a registration statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on June 13, 2008, File No. 333-151659 (the “Original Registration Statement”), our predecessor, Tessera Technologies, Inc., registered 200,000 shares of its common stock, par value \$0.001 per share, issuable under the Plan. By a post-effective amendment to the registration statement on Form S-8 filed with the Commission on December 1, 2016, File No. 333-151659-01 (the “2016 Registration Statement”), we registered the shares of our common stock, par value \$0.001 per share (the “Common Stock”) issuable by us under the Plan, which we had assumed as successor to Tessera Technologies, Inc. By a registration statement on Form S-8 filed with the Commission on July 28, 2017, File No. 333-219565 (together with the 2016 Registration Statement, the “Xperi Registration Statements”), we registered an additional 200,000 shares of Common Stock issuable under the Plan. We are hereby registering an additional 300,000 shares of Common Stock issuable under the Plan, which shares became available for issuance pursuant to an amendment and restatement of the Plan approved by our stockholders on May 3, 2019.

Pursuant to Instruction E of Form S-8, the contents of the Original Registration Statement and the Xperi Registration Statements are incorporated by reference in this registration statement on Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Commission allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this Registration Statement, and information that we file later with the Commission will automatically update and supersede this information. We incorporate by reference the following documents we have filed, or may file, with the Commission:

- (1) Our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2018, filed by us with the Commission on February 20, 2019 (File No. 001-37956), including the information specifically incorporated by reference therein from our definitive proxy statement on [Schedule 14A](#) filed with the Commission on March 20, 2019;
- (2) Our Current Reports on Form 8-K filed by us with the Commission on [February 5, 2019](#) and [February 25, 2019](#), in each case solely to the extent filed and not furnished; and
- (3) The description of our common stock contained in our Exhibit 99.1 to our Current Report on [Form 8-K](#) filed by us with the Commission on December 1, 2016 (File No. 001-37956).

All documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities covered hereby then remaining unsold are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein

shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement. Under no circumstances will any information filed under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware authorizes a court to award, or a corporation's board of directors to grant, indemnity to officers, directors and other corporate agents in terms sufficiently broad to permit such indemnification under certain circumstances and subject to certain limitations.

Our bylaws provide that we shall indemnify our directors, officers, employees and agents to the full extent permitted by the General Corporation Law of the State of Delaware, including in circumstances in which indemnification is otherwise discretionary under Delaware law. In addition, we have entered into separate indemnification agreements with our directors, officers and certain employees which require us, among other things, to indemnify them against certain liabilities which may arise by reason of their status as directors, officers or certain other employees. We also intend to maintain director and officer liability insurance, if available on reasonable terms.

These indemnification provisions and the indemnification agreements entered into between us and our officers and directors may be sufficiently broad to permit indemnification of our officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act of 1933, as amended (the "Securities Act").

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

5.1 [Opinion of Latham & Watkins LLP](#)

10.1 [Xperi Corporation Second Amended and Restated International Employee Stock Purchase Plan, as amended and restated effective January 30, 2019 \(filed as Appendix A to the Registrant's definitive proxy statement on Schedule 14A, filed March 20, 2019, and incorporated by reference herein\)](#)

23.1 [Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm](#)

23.2 [Consent of Latham & Watkins LLP \(included in Exhibit 5.1 hereto\)](#)

24.1 [Power of Attorney \(included on the signature page to this Registration Statement\)](#)

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, State of California, on May 8, 2019.

XPERI CORPORATION

By: /s/ Robert Andersen
Robert Andersen
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Jon Kirchner and Robert Andersen, and each or either of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jon Kirchner</u> Jon Kirchner	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>	May 8, 2019
<u>/s/ Robert Andersen</u> Robert Andersen	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	May 8, 2019
<u>/s/ Richard S. Hill</u> Richard S. Hill	Chairman of the Board of Directors	May 8, 2019
<u>/s/ Dave Habiger</u> Dave Habiger	Director	May 8, 2019
<u>/s/ George A. Riedel</u> George A. Riedel	Director	May 8, 2019
<u>/s/ Christopher A. Seams</u> Christopher A. Seams	Director	May 8, 2019

/s/ V. Sue Molina
V. Sue Molina

Director

May 8, 2019

/s/ Darcy Antonellis
Darcy Antonellis

Director

May 8, 2019

Exhibit 5.1

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FIRM / AFFILIATE OFFICES
Beijing Moscow
Boston Munich
Brussels New York
Century City Orange County
Chicago Paris
Dubai Riyadh
Düsseldorf San Diego
Frankfurt San Francisco
Hamburg Seoul
Hong Kong Shanghai
Houston Silicon Valley
London Singapore
Los Angeles Tokyo
Madrid Washington, D.C.
Milan

LATHAM & WATKINS LLP

May 8, 2019

Xperi Corporation
3025 Orchard Parkway
San Jose, California 95134

Re: Registration Statement on Form S-8

300,000 shares of common stock, par value \$0.001 per share to be registered under the Xperi Corporation Second Amended and Restated International Employee Stock Purchase Plan

Ladies and Gentlemen:

We have acted as special counsel to Xperi Corporation, a Delaware corporation (the “**Company**”), in connection with the proposed issuance of 300,000 shares of common stock, par value \$0.001 per share (the “**Shares**”), pursuant to the Xperi Corporation Second Amended and Restated International Employee Stock Purchase Plan (the “**Plan**”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on May 8, 2019 (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and when the Shares have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plan, the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.



LATHAM & WATKINS^{LLP}

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Xperi Corporation of our report dated February 20, 2019 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Xperi Corporation's Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP
San Jose, California
May 8, 2019