
**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 1, 2018

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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 1, 2018, the Board of Directors (the “Board”) of Xperi Corporation (the “Company”) appointed V. Sue Molina as a director of the Company. Ms. Molina will assume her new role on February 7, 2018. Ms. Molina will receive the compensation the Company provides to non-employee directors, which is described in the Company’s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 15, 2017. The Company will enter into an indemnification agreement with Ms. Molina in the form attached as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on December 7, 2016.

(e) On February 1, 2018, the Compensation Committee of the Board of Directors of Xperi Corporation (the “Company”) approved the following changes, effective March 1, 2018, to the annual base salary and incentive cash bonus target of its executive officers indicated below:

<u>Name</u>	<u>Title</u>	<u>Annual Base Salary</u>	<u>Incentive Cash Bonus Target under 2017 Performance Bonus Plan</u>
Robert Andersen	Executive Vice President and Chief Financial Officer	\$ 365,000	75%*
Geir Skaaden	Chief Products and Services Officer	\$ 360,000	65%

* Indicates no change.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 1, 2018, the Board approved an amendment to the Company’s Amended and Restated Bylaws, as amended, to increase the size of the Board from seven (7) persons to eight (8) persons.

The preceding discussion of the Company’s amendment to its Amended and Restated Bylaws is qualified by the text of the amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 7.01. Regulation FD Disclosure

On February 7, 2018, the Company issued a press release announcing Ms. Molina’s appointment as a member of the Board, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to the Amended and Restated Bylaws, effective as of February 1, 2018
99.1	Press Release dated February 7, 2018

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 7, 2018

XPERI CORPORATION

By: _____ /s/ Robert Andersen
Name: Robert Andersen
Title: Executive Vice President and
Chief Financial Officer

AMENDMENT TO XPERI CORPORATION

AMENDED AND RESTATED BYLAWS

Dated: February 1, 2018

Pursuant to the resolutions duly adopted by the Board of Directors of Xperi Corporation, a Delaware corporation, the Amended and Restated Bylaws of Xperi Corporation, as amended and restated December 1, 2016 (the "Bylaws"), are amended as follows:

Section 3.2 of the Bylaws is hereby amended to read in its entirety as follows:

3.2 NUMBER OF DIRECTORS

Until changed by a proper amendment to this Section 3.2, the authorized number of directors shall be eight (8).

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

FOR IMMEDIATE RELEASE



V. Sue Molina Named to Xperi Corporation's Board of Directors

SAN JOSE, Calif. (February 7, 2018) – Xperi Corporation (Nasdaq: XPER) (the “Company” or “Xperi”) today announced that V. Sue Molina, CPA, has been appointed to the Company’s board of directors, effective immediately. Previously, Ms. Molina served as a board member at DTS, Inc., a wholly owned subsidiary of the Company, from January 2008 to December 2016, where she served as the chair of the Audit Committee and was a member of the Nominating and Corporate Governance Committee.

Ms. Molina currently serves as the vice chair of the board and member of the Executive and Finance Committees on the Vital Voices Global Partnership board. Up until her retirement in May 2004, she was a tax partner at Deloitte and Touche LLP, where she also served as the national partner in charge of Deloitte’s Initiative for the Retention and Advancement of Women from 2000 to 2004. Additionally, she spent 20 years with Ernst and Young LLP, including her last 10 years as a partner. Ms. Molina has also served as the chair of the Compensation Committee and as a member of the Audit Committee for Sucampo Pharmaceuticals, Inc., and she was the chair of the Audit Committee and a member of the Compensation Committee for the Royal Neighbors of America for nine years. Ms. Molina earned a Bachelor of Science in business administration and a master’s degree in accounting from the University of Arizona.

“It is an honor to join the Xperi board of directors,” said Ms. Molina. “Xperi is uniquely positioned to help shape the future of the consumer electronics industry and I’m eager to work with this talented team to help execute the Company’s long-term vision.”

“Sue’s extensive financial background and her knowledge and oversight experience in the product and technology licensing area will make her an extremely valuable asset to our board of directors,” said Jon Kirchner, CEO of Xperi Corporation. “I look forward to working together to drive Xperi’s continued success.”

The addition of Ms. Molina brings Xperi’s board to eight members. For more information on the Company’s leadership and board of directors, visit the Investor Relations section of the Company’s website at www.investor.xperi.com.

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, automotive, broadcast, computational imaging, computer vision, mobile computing and communications, memory, data storage, and 3D semiconductor interconnect and packaging. For more information, please call 408-321-6000 or visit www.xperi.com.



DTS, FotoNation, HD Radio, Invensas, Xperi 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.

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