

BREZSKI RICHARD
Form 4
March 19, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BREZSKI RICHARD

2. Issuer Name and Ticker or Trading Symbol
InterDigital, Inc. [IDCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**200 BELLEVUE
PARKWAY, SUITE 300**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Financial Officer

WILMINGTON, DE 19809

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2019		F ⁽¹⁾		1,042	D	\$ 67.61
Common Stock	03/15/2019		D ⁽²⁾		0.5401	D	\$ 67.61
Common Stock	03/15/2019		A ⁽³⁾		6,739.0811	A	\$ 0
Common Stock	03/15/2019		F ⁽⁴⁾		2,085	D	\$ 67.61
Common Stock	03/15/2019		D ⁽⁵⁾		0.0811	D	\$ 67.61

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Common Stock	03/15/2019	A ⁽⁶⁾	3,698	A	\$ 0	41,664.39	D	
Common Stock						1,806 ⁽⁷⁾	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREZSKI RICHARD 200 BELLEVUE PARKWAY SUITE 300 WILMINGTON, DE 19809			Chief Financial Officer	

Signatures

/s/ Amy A. Miraglia, Attorney-in-Fact for Richard J. Brezski
03/19/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

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(1) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The restricted stock units were granted to the reporting person on March 30, 2016 pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's Long-Term Compensation Program and vested on March 15, 2019, together with accrued dividend equivalents.

(2) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units, as described in Note 1.

(3) The transaction reported represents the vesting of an award of performance-based restricted stock units granted to the reporting person on March 30, 2016 pursuant to the company's 2009 Stock Incentive Plan in accordance with the 2016-2018 cycle under the company's Long-Term Compensation Program. Based on the achievement level of the 2016-2018 cycle performance goal, 100% of the reporting person's target performance-based restricted stock unit award, or 6,418 restricted stock units, vested on March 15, 2019, together with 321.0811 additional shares representing accrued dividend equivalent units.

(4) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability in connection with the transaction described in Note 3.

(5) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units, as described in Note 3.

(6) Restricted stock units granted pursuant to the company's 2017 Equity Incentive Plan in accordance with the company's long-term compensation program.

(7) As of the most recently published account statement, the reporting person beneficially owned this number of whole shares of common stock pursuant to the InterDigital Savings and Protection Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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