UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31 , 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-33579

INTERDIGITAL, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania	**82-4936666**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification No.)*

200 Bellevue Parkway , Suite 300 , Wilmington , DE 19809-3727
(Address of Principal Executive Offices and Zip Code)
Registrant's telephone number, including area code (302) 281-3600

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 $0.01 per share)	IDCC	Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

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	☐	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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: $ 2,515,255,990 as of June 30, 2023.

The number of shares outstanding of the registrant's common stock was 25,487,354 as of February 13, 2024.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed pursuant to Regulation 14A in connection with the registrant's 2024 annual meeting of shareholders are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this Form 10-K.

TABLE OF CONTENTS

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In this Form 10-K, the words "we," "our," "us," "the Company" and "InterDigital" refer to InterDigital, Inc. and/or its subsidiaries, individually and/or collectively, unless otherwise indicated or the context otherwise requires. InterDigital® is a registered trademark of InterDigital, Inc. All other trademarks, service marks and/or trade names appearing in this Form 10-K are the property of their respective holders.

PART I

Item 1. *BUSINESS.*

Overview

InterDigital, Inc. ("InterDigital") is a global research and development company focused primarily on wireless, video, artificial intelligence ("AI"), and related technologies. We design and develop foundational technologies that enable connected, immersive experiences in a broad range of communications and entertainment products and services. We license our innovations worldwide to companies providing such products and services, including makers of wireless communications devices, consumer electronics, IoT devices, cars and other motor vehicles and providers of cloud-based services such as video streaming. As a leader in wireless technology, our engineers have designed and developed a wide range of innovations that are used in wireless products and networks, from the earliest digital cellular systems to 5G and today's most advanced Wi-Fi technologies. We are also a leader in video processing and video encoding/decoding technology, with a significant AI research effort that intersects with both wireless and video technologies.

InterDigital is one of the largest pure research and development and licensing companies in the world, with one of the most significant patent portfolios of fundamental wireless and video technologies. As of December 31, 2023, InterDigital's wholly owned subsidiaries held a portfolio of more than 30,000 patents and patent applications related to wireless communications, video coding, display technology, and other areas relevant to communications and entertainment products and services. Our portfolio includes numerous patents and patent applications that we believe are or may be essential to existing standards, or may become essential to future standards, established by many Standards Development Organizations ("SDOs"). We have contributed technology to wireless standards including the 3G, 4G, and 5G cellular standards and the IEEE 802 suite of standards. We have contributed technology to video standards including standards established by ISO/IEC Moving Picture Expert Group (MPEG), the ITU-T Video Coding Expert Group (VCEG), the Joint Collaborative Team on Video Coding (JCT-VC) and the Joint Video Expert Team (JVET), among others.

Our wireless portfolio has largely been built through internal development, supplemented by joint development projects with other companies, and select acquisitions of patents and companies. Our video technology portfolio combines patents and applications that InterDigital obtained through the acquisitions of the patent licensing business and research and innovation unit of visual technology industry leader Technicolor SA and patents and applications created by internal development. Our patented inventions have been implemented in a wide variety of products, including smartphones, other wireless communication devices and infrastructure equipment, such as tablets, and base stations, consumer electronics and Internet of Things ("IoT") products, such as televisions, laptops, gaming consoles, set-top boxes, streaming devices and connected automobiles. In addition, our patented inventions have been implemented in a wide variety of services, such as video streaming and other cloud-based services.

InterDigital derives revenues primarily from licensing our patented innovations. In 2023 and 2022, our total revenues were $549.6 million and $457.8 million, respectively. Additional information about our revenues, profits and assets, as well as additional financial data, is provided in the Consolidated Financial Statements and accompanying Notes in Part II, Item 8, of this Form 10-K.

Our Strategy

Our strategy is to continue to be a leading innovator, designer and developer of fundamental, horizontal technologies and to receive fair compensation from the companies that implement our patented innovations in their products and services across licensing programs.

To execute our strategy, we intend to:

- ***Grow and enhance our patent portfolio through continued investment in advanced research and development.*** We intend to grow and enhance our worldwide patent portfolio in advanced wireless technology, video coding, AI, and other related technology areas by growing our investment in our industry-leading research and development organization, actively participating in SDOs and other industry consortia, and partnering with leading inventors and industry players to source and develop new technologies. We intend to protect our investment in this innovation by seeking patent coverage in countries around the world for the technologies we develop.
- ***Maintain a collaborative relationship with key industry players and worldwide standards bodies.*** We intend to continue contributing to the ongoing process of defining wireless, video and other standards and other industry-wide efforts and incorporating our inventions into those technology areas. Those efforts, and the knowledge gained through them, provide direction for internal development efforts and help guide technology and intellectual property sourcing through partners and other external sources.

- ***Grow our patent-based revenue.*** We intend to grow our licensing revenue base by adding licensees in the existing product markets that we serve, and by expanding our licensing activities into video streaming and other cloud-based services. These licensing efforts may be direct or executed in conjunction with licensing partnerships and other efforts, and may require the enforcement and defense of our intellectual property through litigation and other means.
- ***Pursue strategic research partnerships with other technology companies.*** We have in the past and we expect to continue to pursue partnerships to jointly develop technology with other companies in our industries. In addition, as part of our ongoing research and development efforts, InterDigital may develop proprietary solutions that may be most valuable when incorporated into commercial products or services offered by others. As an example, we believe that our advanced capabilities in visual technologies will continue to result in developing solutions that can be implemented in adjacent industries, such as content production, gaming, and other areas. We will seek to bring such technologies, as well as other technologies we may develop or acquire, to market through various methods including technology licensing, joint ventures and partnerships.
- ***Attract and retain top talent in wireless, video and AI research, patent portfolio creation, and licensing.*** Our business success is dependent on our ability to attract, grow, and retain top talent, such as specialized engineering and other technical talent.

Technology Research and Development

InterDigital R&I

InterDigital operates a diversified research and development operation, InterDigital Research & Innovation ("InterDigital R&I").

As an early and ongoing participant in the digital wireless market, InterDigital has developed pioneering solutions for the cellular and Wi-Fi technologies that enable wireless transmission of voice, data and multimedia content in use today. That early involvement and our continued development of advanced digital wireless technologies have enabled us to create our significant worldwide portfolio of patents. InterDigital is also a leader in key video technologies, including emerging technologies such as immersive video and AI-based video coding. Our current research efforts are focused on a variety of areas related to future technology and devices, including cellular wireless technology, advanced video coding and transmission, and AI. The InterDigital R&I team's technical expertise is recognized by the worldwide wireless and video standards bodies where our delegates hold key leadership positions.

Our capabilities in the development of advanced technologies are based on the efforts of a highly specialized engineering team, leveraging leading-edge equipment and software platforms. In 2023, 2022, and 2021, our research and innovation costs were $78.3 million, $74.3 million, and $89.4 million, respectively, and the largest portion of this expense has been personnel costs.

Wireless Technology

We have a long history of developing cellular technologies, including those related to CDMA and TDMA and OFDM/OFDMA and MIMO. Many of our inventions are being used in all 2G, 3G, 4G and 5G wireless networks and mobile terminal devices. We continue to be engaged in development efforts to build and enhance our 3GPP (as defined herein) technology portfolio in the current and future generations including 5G, 5G Advanced and 6G. The horizontal technologies we develop are essential to support a variety of use cases across several vertical market segments that use connected devices such as automobiles and autonomous vehicles, wearables, smart factories and smart homes, robots, drones and many other connected consumer electronic products including mobile phones and tablets. We are developing evolutionary and revolutionary solutions that enable connectivity in both licensed and unlicensed spectrum, terrestrial and non-terrestrial networks to provide ubiquitous coverage, across a large range of frequencies up to the terahertz (THz) wave bands.

Segments outside of 3GPP primarily fall within the scope of the IEEE 802 and IETF standards. We continue to grow a portfolio of technology related to Wi-Fi, Internet Standards, and Edge Computing, that includes, for example, improvements to the IEEE 802.11 PHY and MAC to increase peak data rates (802.11be - Extremely High Throughput), cloud gaming, security, and terminal mobility for edge services.

Advanced Video Coding and Transmission Technology

An important and growing segment of wireless traffic is devoted to video streaming. We have a rich history in developing advanced technologies that address the challenges of video as it relates to mobile. Specifically, in the area of video research, we have a long history of research and innovation in technologies that provide the basis for nearly all of the modern video codecs. We have been actively engaged in video standards development work in the ISO/IEC Moving Picture Expert Group (MPEG), the ITU-T Video Coding Expert Group (VCEG), the Joint Collaborative Team on Video Coding (JCT-VC) and the Joint Video Expert Team (JVET). Those efforts have focused on H.265/High Efficiency Video Coding ("HEVC") versions 1 to 4, as well as development of the VCC/H.266 and the MPEG Immersive (MPEG-I) standards suite for the future. InterDigital R&I is now conducting research in groundbreaking technologies preparing for the next generation of video codecs beyond VVC, investigating new media coding such as point cloud compression, haptics or avatars using both traditional and AI-based techniques. Even codecs, such as AV1/VP9, developed by non-standard groups use fundamental techniques we have been instrumental in developing.

Artificial Intelligence/Machine Learning (AI/ML)

InterDigital is using AI to drive both wireless and video standards towards the future, leveraging AI as a valuable tool to drive efficiency and new capabilities in wireless networks and in video compression and delivery systems. We are researching a variety of aspects of AI that can be applied to complex problems in video and wireless technologies. Those areas of research include: energy-efficient deep learning, aimed at reducing the energy-intensive rollout of AI; deep video compression, seeking to design novel video codecs based on deep learning techniques and optimized for different use cases (e.g., for machine consumption); and AI for dynamic wireless environments, which could help enhance and optimize wireless systems, particularly when channel characteristics are highly dynamic.

Patent Portfolio

As of December 31, 2023, our patent portfolio consisted of more than 30,000 patents and patent applications worldwide. The patents and applications comprising our portfolio relate predominantly to cellular wireless standards, including 3G, 4G and 5G technologies, other wireless standards, including 802.11 (Wi-Fi) technology, and a variety of video technologies and standards, such as HEVC and VVC. Our issued patents expire at differing times ranging from 2024 through 2043. We generally receive newly issued patents on a weekly basis, which further extend the coverage of newly developed technologies and expiration dates of our patents.

Our Revenue Sources

Device-based Licensing Revenue

Companies making, importing, using or selling products compliant with the standards covered by our patent portfolio, including all manufacturers of mobile handsets, tablets and other devices, and many consumer electronics products, such as televisions, personal computers and other devices, require a license under our patents. We have successfully entered into patent license agreements with many of the leading mobile communications and consumer electronics companies globally, including Amazon Technologies, Inc. ("Amazon"), Apple Inc. ("Apple"), Lenovo Group Limited ("Lenovo"), Google LLC ("Google"), LG Electronics, Inc. ("LG"), Samsung Electronics Co., Ltd. ("Samsung"), Sony Corporation of America ("Sony"), and Xiaomi Corporation ("Xiaomi"), among others.

Service-based Licensing Revenue Opportunities

We also believe that companies providing certain video streaming and other cloud services require a license under our patents and we intend to seek license agreements with such companies.

Overview of Patent Licenses

The majority of our revenue is generated from fixed-fee patent license agreements, with a smaller portion coming from variable royalty agreements. Upon entering into a new patent license agreement, consideration should be paid for sales made prior to the period in which the agreement was executed, to the extent those past sales were previously unlicensed (i.e., catch-up revenues), in addition to royalties or license fees on licensed products sold during the term of the agreement. We expect that, for the most part, new license agreements will follow this model. Almost all of our patent license agreements provide for the payment of royalties based on sales of licensed products designed to operate in accordance with particular standards (convenience-based licenses), as opposed to the payment of royalties if the manufacture, sale or use of the licensed product infringes one of our patents (infringement-based licenses).

Our variable royalty license agreements typically contain provisions that give us the right to audit our licensees' books and records to ensure compliance with the licensees' reporting and payment obligations under those agreements. From time to time, these audits reveal underreporting or underpayments under the applicable agreements. In such cases, we seek payment for the amount owed and enter into negotiations with the licensee to resolve the discrepancy.

For a discussion of our revenue recognition policies with respect to patent license agreements, see “Item 7. *Management’s Discussion and Analysis of Financial Condition and Results of Operations - Overview - Critical Accounting Policies and Estimates - Revenue Recognition - Patent License Agreements*.”

Licensing Through Platforms

As part of the Technicolor Patent Acquisition, we assumed Technicolor's rights and obligations under a joint licensing program with Sony relating to digital televisions ("DTVs") and standalone computer display monitors ("CDMs") (such program, the "Madison Arrangement"), including Technicolor's role as exclusive licensing agent. Under the Madison Arrangement, Technicolor and Sony combined portions of their respective DTV and CDM patent portfolios and created a combined licensing opportunity for DTV and CDM manufacturers. As licensing agent for the Madison Arrangement, we are responsible for making decisions regarding the prosecution and maintenance of the combined patent portfolio and the licensing and enforcement of the combined patent portfolio in the field of use of DTVs and CDMs. Refer to Note 10, "*Obligations*," within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for further information about the Madison Arrangement.

In 2016, InterDigital joined Avanci, the industry’s first marketplace for the licensing of cellular standards-essential technology for the IoT. The licensing platform brings together many of InterDigital’s peers in standards-essential technology leadership, and makes 2G, 3G, 4G, and 5G standards-essential patents available to IoT players in specific product segments with one flat-rate license. The Avanci licensing programs in specific product segments for the IoT industry will provide access to the entire applicable standards-essential wireless patent portfolios held by all of the platform participants, as well as any additions to their portfolios during the term of the license. Since December 2017, Avanci has primarily focused on the automotive market, and has signed patent license agreements with BMW Group, Audi, Porsche, Volkswagen, and Volvo Cars, among others, collectively representing over 80% of annual connected car shipments.

Overview of Smartphone, Consumer Electronics, IoT, and Video Services Industries

The primary markets for our wireless and video technologies are the smartphone, consumer electronics, IoT/Automotive, and Video Services markets. The smartphone market, with an estimated 1.2 billion units shipped worldwide in 2023, is driven by several large, global brands. The market was relatively flat in 2023 due to a broad economic slowdown in China and economic challenges globally, but smartphone sales began to recover in the fourth calendar quarter. The market is expected to maintain this momentum in 2024 due to the continued global uptake of 5G smartphones as well as the migration from feature phones to smartphones in emerging regions.

In addition to smartphones there is a large universe of other consumer electronic devices and ecosystems, with a mix of mature and emerging, as well as consolidated and fragmented, device segments. After smartphones, televisions represent one of the largest markets with more than 200 million units shipped globally. Other key consumer electronics device categories include tablets and personal computers, set-top-boxes and streaming media players, gaming consoles, wearables and smart home products.

IoT/Automotive is an important and relatively new market that is expected to result in a significant increase in the number of connected devices worldwide and unlock new business capabilities. Total global cellular IoT device shipments are expected to grow from approximately 400 million in 2023 to approximately 700 million by 2027. Automobiles represent a significant opportunity within the IoT market, with approximately 50 million connected vehicles shipped in 2023, which is expected to grow significantly in the future.

Video Services, a rapidly growing market, encompass a wide range of consumer video entertainment platforms, including Subscription Video on Demand (SVOD), Advertising-Based Video on Demand (AVOD), Virtual Multichannel Video Programming Distributor (vMVPD), Free Ad-Supported Streaming TV (FAST), and social media platforms. Collectively, the Video Services market is expected to grow from $350 billion of annual revenue in 2023 to $480 billion of annual revenue by 2027.

Overview of Standardization

To achieve economies of scale and support interoperability among different participants, many wireless and consumer electronics products have been designed to operate in accordance with certain industry standards. Wireless industry standards are formal requirements and guidelines for engineers, designers, manufacturers and service providers that regulate and define the use of the radio frequency spectrum in conjunction with providing detailed specifications for wireless communications products. New wireless standards are typically adopted with each new generation of products, are often compatible with previous generations and are defined to ensure equipment interoperability and regulatory compliance. The consumer electronics industry also implements many of the same standards, including standards related to Wi-Fi and increasingly, cellular technologies, as well as a broad range of video coding standards that enable the efficient transmission and rendering of video content.

SDOs, which facilitate and govern the development of standards, typically ask participating companies to declare formally whether they believe they hold patents or patent applications essential or potentially essential to a particular standard and whether they are willing to license those patents on either a royalty-bearing basis on fair, reasonable and nondiscriminatory terms or on a royalty-free basis. To manufacture, have made, sell, offer to sell or use such products on a non-infringing basis, a manufacturer or other entity doing so needs to obtain a license from the holder of essential patent rights. The SDOs neither have enforcement authority against entities that fail to obtain required licenses, nor do they have the ability to protect the intellectual property rights of holders of essential patents.

InterDigital often publicly characterizes aspects of its business, including license agreements and development projects, as pertaining to industry standardized technologies such as, for example, 3G, 4G, 5G, Wi-Fi, HEVC, and VVC. In doing this, we generally rely on the positions of the applicable SDOs in defining the relevant standards. However, the definitions may evolve or change over time, including after we have characterized certain transactions.

Business Activities

2023 Patent Licensing Activity

During 2023, we entered into eight patent license agreements as discussed below.

Direct Licenses

In 2023, we signed a multi-year, worldwide, non-exclusive, royalty bearing license with Lenovo, covering InterDigital's HEVC patents (the "Lenovo HEVC PLA"). The new license resolved all related HEVC litigation at the time. We also entered into a multi-year, worldwide, non-exclusive, royalty bearing license with TCL Communication Technology Holdings, Ltd. covering InterDigital's portfolio of 3G and 4G patents.

In 2023, we also entered into five other licenses covering digital televisions, set-top boxes, and/or video patents, including licenses with Humax Co., Ltd., Alps Alpine Co., Ltd., Panasonic Entertainment & Communication Co., LTD., and Funai Electronic Co., LTD.

Other Licensing Activities

On March 16, 2023, the UK's High Court handed down its judgment in the Company's licensing dispute with Lenovo. The Court ruled that Lenovo should pay a total of $138.7 million for a license to InterDigital's portfolio of 3G, 4G and 5G patents, including past sales. On June 27, 2023, we were awarded an additional $46.2 million, increasing the total Lenovo must pay for a cellular patent license through 2023 to $184.9 million. During 2023, we recognized a total of $150.1 million of revenue from Lenovo, including amounts received under the Lenovo HEVC PLA. The Company will defer recognizing any additional revenue related to the UK proceedings until the appeal process progresses.

Customers Generating Revenues Exceeding 10% of Total 2023 Revenues

A small number of customers historically have accounted for a significant portion of our consolidated revenues. In fiscal 2023, revenues (in descendin g order) from Lenovo, Apple, Samsung, and Xiaomi each comprised 10% or more of our consolidated revenues. Additional information regarding revenue concentrations is provided in this Annual Report in Note 4, "*Geographic/Customer Concentration*" in the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K.

As discussed above in *2023 Patent Licensing Activity*, we recognized a total of $150.1 million of revenue from Lenovo, including amounts received under the Lenovo HEVC PLA and our UK proceedings. The Company will defer recognizing any additional revenue related to the UK proceedings until the appeal process progresses.

In 2022, we renewed a multi-year, royalty-bearing, worldwide and non-exclusive patent license agreement with Apple (the "Apple PLA"). The agreement sets forth terms covering the sale by Apple of its products and services, including, but not limited to, its 3G, 4G, and 5G cellular and wireless-enabled products. The term of the Apple PLA extends through September 30, 2029.

In 2022, we agreed to renew our patent license agreement with Samsung and enter into binding arbitration to determine the final terms of the license, including the amount payable by Samsung under the new agreement. In 2023, we began recognizing revenue for Samsung at a conservative level consistent with the revenue we recognized from our patent license agreement that expired on December 31, 2022. We believe that it is likely the arbitration award will exceed the conservative estimate and require a true-up at that time. We expect resolution in late 2024.

In 2021, we entered into a multi-year, worldwide, non-exclusive, royalty bearing license with Xiaomi. The license covers Xiaomi's cellular-enabled mobile devices under our standard essential patents related to 3G, 4G, 5G, WiFi and HEVC and extends through December 31, 2025.

Patent Infringement and Declaratory Judgment Proceedings

From time to time, if we believe a party is required to license our patents in order to manufacture, use and/or sell certain products and such party refuses to do so, we may agree with such party to have royalty rates, or other terms, set by third party adjudicators (such as arbitrators) or, in certain circumstances, we may institute legal action against them. Enforcing our intellectual property through legal action is an important alternative to bilateral negotiations with respect to licensees who engage in the pernicious practice of "holdout". In recent years, courts in various jurisdictions have addressed “holdout” behavior, recognizing that fair, reasonable and non-discriminatory ("FRAND") obligations are bilateral and failure of implementers to act in a FRAND manner can result in certain penalties. We welcome this development as it incentivizes potential licensees to negotiate in a timely and reasonable fashion as well as providing a necessary balance to FRAND negotiations.

Enforcement of our patent portfolio has typically taken the form of a patent infringement lawsuit or an administrative proceeding, such as a Section 337 proceeding before the U.S. International Trade Commission ("USITC" or the "Commission"). In a patent infringement lawsuit, we would typically seek damages for past infringement, an injunction against future infringement, declaratory judgment and/or other relief. In a USITC proceeding, we would seek an exclusion order to bar infringing goods from entry into the United States, as well as a cease and desist order to bar further sales of infringing goods that have already been imported into the United States. Parties may bring administrative and/or judicial challenges to the validity, enforceability, essentiality and/or applicability of our patents to their products or seek to petition a court to establish a rate and/or terms for a license to our patents. Parties may also allege that our efforts to enter into a license with that party do not comply with any obligations we may have in connection with our participation in standards-setting organizations, and therefore that we are not entitled to the relief that we seek. For example, a party may allege that we have not complied with an obligation to offer (or be prepared to offer) a license to that party for patents that are or may become standards-essential patents ("SEPs") on FRAND terms and conditions, and may also file antitrust claims or regulatory complaints on that or other bases, and may seek damages or other relief based on such claims. In addition, a party might file a declaratory judgment action to seek a court's declaration that our patents are invalid, unenforceable, not infringed by the other party's products or are not SEPs. Our response to such a declaratory judgment action may include claims of infringement. When we include claims of infringement in a patent infringement lawsuit, a favorable ruling for the Company can result in the payment of monetary damages for past manufacture, use and/or sale of the patented invention, the setting of terms and conditions for a license, issuance by the court of an injunction enjoining the infringer from manufacturing, using and/or selling infringing products and/or a declaration of FRAND compliance.

Contractual Arbitration Proceedings

We and our licensees, in the normal course of business, may have disagreements as to the rights and obligations of the parties under applicable agreements. For example, we could have a disagreement with a licensee as to the amount of reported sales and royalties. Our patent license agreements typically provide for private confidential arbitration as the mechanism for resolving disputes with our licensees. In arbitration, licensees may seek to assert various claims, defenses, or counterclaims, such as claims based on waiver, promissory estoppel, breach of contract, fraudulent inducement to contract, antitrust, and unfair competition. Arbitration proceedings can be resolved through an award rendered by the arbitrators or by settlement between the parties. Parties to arbitration might have the right to have the award reviewed in a court of competent jurisdiction; however, based on public policy favoring the use of arbitration, it is generally difficult to have arbitration awards vacated or modified. The party securing an arbitration award may seek to have that award confirmed as a judgment through an enforcement proceeding. The purpose of such a proceeding is to secure a judgment that can be used for, if need be, seizing assets of the other party.

In addition, arbitration may be a particularly effective means for resolving disputes with prospective licensees concerning the appropriate FRAND terms and conditions for license agreements that include SEPs, particularly where negotiations have otherwise reached an impasse. Binding arbitration to resolve the terms and conditions of a worldwide FRAND license to our relevant portfolio of SEPs is an efficient and cost-effective mechanism, as it allows the parties to avoid piecemeal litigation in multiple jurisdictions and ensures that an enforceable patent license agreement that is consistent with FRAND commitments will be in place at the end of the arbitration process.

Competition

With respect to our technology development activities and resulting commercialization efforts, we face competition from companies, including in-house development teams at other wireless and video technology companies, consumer electronics device companies, semiconductor companies, wireless operators, video streaming and cloud service companies, and other technology providers, developing other and similar technologies that are competitive with our technologies that we may market or set forth into the standards-setting arena.

Due to the exclusionary nature of patent rights, we do not compete, in a traditional sense, with other patent holders for patent licensing relationships or sale transactions. Other patent holders do not have the same rights to the inventions and technologies encompassed by our patent portfolio. In any device, piece of equipment, or service that contains intellectual property, the manufacturer or implementer may need to obtain licenses from multiple holders of intellectual property. In licensing our patent portfolio, we compete with other patent holders for a share of the royalties that certain licensees may argue to be the total royalty that is supported by certain products or services, which they may argue face practical limitations. We believe that licenses under a number of our patents are required to manufacture and sell 3G, 4G, 5G and other wireless products, as well as other consumer electronics devices, and to implement certain technology services. However, numerous companies also claim that they hold patents that are or may be essential or may become essential to standards-based technology deployed on wireless products, other consumer electronics devices or services. To the extent that multiple parties all seek royalties on the same product or service, the manufacturers could claim to have difficulty in meeting the financial requirements of each patent holder. In the past, certain manufacturers have sought antitrust exemptions to act collectively on a voluntary basis. In addition, certain manufacturers have sought to limit aggregate licensing fees or rates for SEPs.

Environmental, Social and Governance ("ESG")

We believe our innovation provides the framework for a future increasingly shaped by the profound convergence of wireless, video, and AI technologies. As these technologies become more ubiquitous and deliver immense benefits across the global ecosystem, we believe it is important that the future we are enabling continues to be anchored by a core set of values, ethics, and principles. Our heritage of innovation has produced technologies that fundamentally improve efficiency and power consumption across billions of devices, network infrastructure, and delivered services. Our ESG principles continue this legacy and shape our pursuit of a more sustainable, representative, diverse, and equitable world.

Our Board of Directors has oversight over environmental, social and other sustainability matters, including diversity initiatives, in conjunction with the committees of the Board. In addition, our Chief Financial Officer oversees a committee of senior executives that steers the process of setting purpose, strategies, policies and goals related to economic, environmental and social topics. We are committed to sustainable business principles, to thinking long-term, and to making strategic decisions that adhere to our mission and values. Among other things, this means supporting the United Nations Global Compact and its underlying principles around the environment, the workforce, anti-corruption, and human rights.

We are committed to driving positive progress towards reducing the environmental footprint that the deployment of 5G, wireless networks, and other video technologies will bring. While our business activities do not entail the same concerns related to manufacturing or raw materials sourcing and disposal, our corporate sustainability strategy addresses the following:

- investing in best practices to track and reduce our carbon footprint, including environmental considerations, tracking, and reporting related to data center needs;
- implemented a hybrid work program, allowing employees to work from for home part of the week;
- investigating and reducing unnecessary energy consumption; and
- selected a location for our new Rennes office that is certified by BREEM (Building Research Establishment Environmental Assessment Method), a sustainability assessment method.

InterDigital ranks among the industry leaders for ETSI-disclosed patents and applications as potentially essential to 5G standards. 5G technology is designed to efficiently use energy throughout its ecosystem and will play a significant role in promoting and attaining sustainability goals. We have published white papers exploring how 5G and the emerging IoT ecosystem might shape sustainability efforts for the ICT industry. While the proliferation of connected devices can drive increases in energy consumption, innovative solutions can mitigate these outcomes to help lower our carbon footprint and engage more sustainably. In fact, one of our reports found that by 2030, IoT deployment and its subsequent disruption of various industries is projected to save more than eight times the energy it consumes – which could help to save up to 230 billion cubic meters of water and eliminate up to one gigaton of CO_2 emissions. Additionally, 5G technology has significant potential societal benefits, including promoting productivity-led economic growth, increasing medical diagnostic capabilities, creating more sustainable cities and communities, improving remote education, and reducing inequalities in education and income. We believe that the benefits to be derived from 5G are substantial and will be felt throughout society.

The foregoing discussion includes information regarding ESG matters that we believe may be of interest to our shareholders generally. We recognize that certain other stakeholders (such as customers, employees and non-governmental organizations), as well as certain of our shareholders, may be interested in more detailed information on these topics. We encourage you to review our most recent Corporate Sustainability Report (located on our website) for more detailed information regarding our Corporate Sustainability and ESG governance, goals, priorities, accomplishments and initiatives, as well as the Corporate Governance section of our most recent Proxy Statement, and our Corporate Governance Principles and Practices (located on our website), for additional information regarding governance matters, including Board and Committee leadership, oversight, roles and responsibilities, and Director independence, tenure, refreshment and diversity. Nothing on our website, including the aforementioned reports and documents, or sections thereof, shall be deemed incorporated by reference into this Annual Report.

Human Capital

Overview

We strive to make InterDigital an exceptional place to work for all employees. We are committed to creating a workplace where employees feel valued, respected, included, and challenged, while fostering an environment that attracts and engages a talented workforce who contribute to the company's growth and sustained success. Our Human Capital Committee (formerly known as the Compensation Committee) is responsible for overseeing our policies and strategies related to our culture and human capital, including diversity, equity and inclusion.

As of December 31, 2023, we had approximately 450 employees worldwide, of whom approximately 230 were based outside of the U.S, and nearly all of whom were full-time. Our employees based in France are represented by works councils and subject to collective bargaining agreements. None of our employees based in the United States or Canada are unionized or subject to collective bargaining agreements. Management believes that its relations with our employees and works councils are strong and healthy.

Health, Safety & Well-Being

As the way we live and work has evolved with the pandemic, we have been focused on creating a new work model that supports our employees. We have been on the forefront of providing employees with the flexibility to work full time in the office, fully virtually, or a hybrid of both. We provide holistic benefits and maintain company policies that promote a culture of wellness. We recently increased our paid parental leave from eight to twelve weeks and have kept employees connected to volunteer opportunities that benefited both their mental health and communities through our 'Charity Day' paid time off program.

Compensation & Benefits

Our compensation program is rooted in market competitive base salaries and incentives that reward contributions that advance the Company's strategy and mission. We provide a total compensation package that is targeted to be competitive with the markets in which we compete for talent, while allowing individual pay to vary equitably based on performance, skills and experience. Our total rewards plans include base salary, short- and long-term incentives, healthcare benefits, retirement savings plans, physical and mental well-being programs, hybrid-work schedules, monetary and social recognition in each of our locations around the globe. In addition to comprehensive health benefits, depending on location, employees may also enjoy subsidized fitness programs, commuter benefits, wellness incentives, tuition reimbursement opportunities and professional development opportunities among other benefits. We routinely review our total rewards programs to ensure they are competitive, allowing us to recruit and retain the diverse talent we need to be successful.

Talent and Culture

Research, learning and growth are fundamental to executing our promise to the world to invent the technologies that make life boundless. In addition, consistently evaluating our talent promotes opportunities to provide actionable learning experiences for our employees to further their career development. Our Talent Acquisition philosophy is based on InterDigital's cultural attributes and business goals. Our talent programs are instrumental in our ability to attract the right talent to the organization by offering learning opportunities and career advancement.

Our Leadership Essentials competency development model is available to all employees and provides a comprehensive suite of tools and resources for growth across four key areas; thought leadership, results leadership, people leadership and self-leadership. This model has been seamlessly integrated into our organizational culture initiatives, forming an integral part of our Performance Management philosophy. Moreover, we've integrated the Leadership Essentials into our recruitment strategies, incorporating these competencies into our interview guides to align with our competency model.

By encouraging an ongoing dialogue between leaders and employees, we promote proactive planning for personal development. Our goal is to empower individuals to leverage the resources available to create meaningful and actionable development plans that not only drive personal growth but also contribute to the Company's overall advancement.

All employees are encouraged to actively explore and participate in external development opportunities. These experiences enhance their knowledge and skills while also bringing valuable perspectives to our Company.

The development of leadership skills is pivotal in fostering our culture of innovation, inclusivity, and collaboration. To support this, our leaders have access to a range of structured development and learning experiences. These include our performance management training, which guides employees and managers on integrating Leadership Essential competencies into our performance model. Additionally, our global coaching program provides one-on-one coaching focused on career goals, leadership and performance enhancement. Emphasis is also placed on the importance of feedback in performance, educating individuals on both requesting and delivering constructive feedback.

We continue to invest in processes to help the organization assess and develop talent, including a formalized annual performance evaluation program, an annual critical skills and potential analysis, and succession planning for the organization’s most critical and senior roles. All employees receive an annual performance review. We conducted an engagement survey in 2023 that provided direct insight and guidance from our employees on what our strengths in building an innovative and inclusive culture are, and how we can continue to be a winning team.

We believe that our workplace culture, values, and competitive employee compensation are critical to maintaining low levels of attrition, thereby enabling us to attract and retain talent. For the year ended December 31, 2023, our voluntary attrition percentage was less than 3%.

Diversity, Equity and Inclusion ("DE&I")

We participate in the highly competitive process to evolve and revolutionize communication, video, and AI technologies through our participation in worldwide SDOs. We require a highly educated and specialized workforce and maintaining a diverse, equitable and inclusive workforce is critical to our ability to succeed in the global marketplace. Since its launch in 2022, our employee-led DE&I Taskforce has focused on supporting the execution of InterDigital’s DE&I strategy.

In 2023, we designed and launched our DE&I mission under the four pillars of TEAM - Talent, Empowerment, Amplify, Membership. Within our pillar of Talent, our talent acquisition and talent development teams evaluated and evolved their processes to optimize results for diversity and inclusion with our hiring, onboarding, and employee development. This resulted in participation in diversity and outreach events, supporting production of internal company media with inclusive material, and the development of a plan to launch our DE&I LinkedIn Life page, which is intended to create visibility and connection to our DE&I journey for external constituents. We empowered our workforce through education and launched a mandatory company-wide training on DE&I to create understanding of this initiative, the benefits, and the tools to create inclusive and equitable environments. Work under the Amplify pillar focused on socializing and creating awareness of our purpose with the execution of our company DE&I branding and a company-wide townhall dedicated to providing an understanding of the taskforce's work, and insight into future actions. As part of the Membership pillar, we established our first model for Employee Resource Groups (ERG) at InterDigital to promote employee-led groups to encourage inclusion, belonging, and camaraderie for shared interests, characteristics, experiences, or causes. Through this Membership strategy, InterDigital committed to the creation of a global Women's Network ERG, which we plan to launch in 2024 and which is designed to offer women and their allies career development opportunities within InterDigital free from obstacles.

All of our targeted 2023 achievements occurred in addition to our foundational efforts to provide opportunity to employees from historically underrepresented groups and maintain policies that support a strong DE&I environment. We have continually provided leaders from historically underrepresented groups the opportunity to attend targeted world-class external development programs that speak to the unique experiences these employees can face in the workplace while investing in their continued growth both personally and professionally. We have also continued to maintain the core principles of our culture of inclusion are reflected in the mandatory all-employee training programs we offer on our policies against harassment and discrimination of any kind.

The diversity in our workforce is clear given that our approximately 450 person workforce originates from over sixty countries. Still, with approximately 72% male employees and 28% female employees, we recognize that there is more to be done. Our 2024 efforts will take the next step to enhance the community experience for our diverse workforce and to create better opportunities to attract a diverse workforce in the long-term with the aim to provide an inclusive environment where employees are encouraged to utilize their unique experiences and backgrounds when collaborating to develop new technologies. We will continue our journey this year with the formal launch of our Women’s Network ERG, the growth of that global community, and the actions we take for all employees to support an environment that enables women, alongside their allies, to do their greatest work and be the greatest version of themselves. Our DE&I Taskforce will continue to expand our actions within the TEAM pillars and support this journey. We believe this investment will continue to better our workplace inclusion and will eventually contribute to the scientific community.

We publish our most recent Consolidated EEO-1 reports on our website to provide additional transparency into our workforce. The foregoing discussion includes information regarding Human Capital matters that we believe may be of interest to shareholders generally. We recognize that certain other stakeholders (such as customers, employees and non-governmental organizations), as well as certain of our shareholders, may be interested in more detailed information on these topics. We encourage you to review the “Workforce” section of our most recent Corporate Sustainability Report (located on our website) for more detailed information regarding our Human Capital programs and initiatives. Nothing on our website, including our Consolidated EEO-1 reports and our Corporate Sustainability Report or sections thereof, shall be deemed incorporated by reference into this Annual Report.

Geographic Concentrations

See Note 4, "*Geographic/Customer Concentration*," in the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K for financial information about geographic areas for the last three years.

Corporate Information

The ultimate predecessor company of InterDigital, Inc. was incorporated in 1972 under the laws of the Commonwealth of Pennsylvania and conducted its initial public offering in November 1981. Our headquarters are located in Wilmington, Delaware, USA. Our research and development activities are conducted primarily in facilities located in Conshohocken, Pennsylvania, USA; London, United Kingdom; Montreal, Canada; New York, New York, USA; Los Altos, California, USA; and Rennes, France. We are also a party to leases for several smaller research and/or office spaces, including in Brussels, Belgium; Espoo, Finland; Indianapolis, Indiana, USA; Melville, New York, USA; Paris, France, and Beijing, China. In addition, we own an administrative office space in Washington, District of Columbia, USA.

Our Internet address is *www.interdigital.com,* where, in the "Investors" section*,* we make available, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, certain other reports and filings required to be filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and all amendments to those reports or filings as soon as reasonably practicable after such material is electronically filed with or furnished to the United States Securities and Exchange Commission at www.sec.gov. The information contained on or connected to our website or any other website referenced herein is not incorporated by reference into this Form 10-K.

Item 1A. *RISK FACTORS.*

We face a variety of risks that may affect our business, financial condition, operating results, the trading price of our common stock, or any combination thereof. You should carefully consider the following information and the other information in this Form 10-K in evaluating our business and prospects and before making an investment decision with respect to our common stock. If any of these risks were to occur, our business, financial condition, results of operations or prospects could be materially and adversely affected. In such an event, the market price of our common stock could decline and you could lose all or part of your investment. The risks and uncertainties we describe below are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also affect our business.

Risks Related to Our Business

Challenges relating to our ability to enter into new license agreements and renew existing license agreements could cause our revenue and cash flow to decline.

We face challenges in entering into new patent license agreements. Most implementers of our technology do not voluntarily seek to enter into license agreements with us before they commence manufacturing and/or selling devices that use our patented inventions. The process of identifying users of our inventions and negotiating license agreements with reluctant prospective licensees requires significant time, effort and expense. Some infringers may act in bad faith, by attempting to hold out on taking a license altogether or behaving opportunistically in license negotiations. Even good faith negotiations are often very long and complex, involving significant company time and resources. Given these challenges, we cannot ensure that we will be able to enter into patent license agreements either at all or on terms acceptable to us. Additionally, given the large number of implementers using our patented inventions, we may not be able to identify all potential licensees. Once identified, it is not feasible for us to seek licenses from all users of our patented technologies, so we may have to make strategic decisions with respect to which companies we should approach for license negotiations. Uncertainty related to entry into new license agreements could impact our forecasts and ultimately, revenue, cash flow and business.

We also face challenges in renewing our existing license agreements. Although we endeavor to renew license agreements prior to their expiration, due to various factors, including the technology and business needs and competitive positions of our licensees and, at times, reluctance on the part of our licensees to participate in renewal discussions, we may not be able to renegotiate the license agreements on acceptable terms before the expiration of the license agreement, or at all. If there is a delay in renegotiating and renewing a license agreement prior to its expiration, there could be a gap in time during which we may be unable to recognize revenue from that licensee or we may be forced to renegotiate and renew the license agreement on terms that are more favorable to such licensee. If we fail to renegotiate and renew our license agreements prior to their expiration, at all or on terms that are favorable to us, our forecasts, revenue and cash flow could be materially adversely affected.

Royalty rates, or other terms, under our patent license agreements could be subject to determination through arbitration or other third-party adjudications or regulatory or court proceedings, and arbitrators, judges or other third-party adjudicators or regulators could make unfavorable determinations.

Historically, we strive for the terms of our patent license agreements, including our royalty rates, to be reached through arms-length bilateral negotiations with our licensees. We could agree, as we did with Samsung pursuant to a binding arbitration agreement, to have royalty rates, and any other disputed terms, set by third party adjudicators (such as arbitrators). We have no guarantee that the royalty rates or other terms set by arbitrators, courts or other third parties will be favorable to us. It is possible that courts or regulators could decide to set or otherwise determine the FRAND consistency of such terms or the manner in which such terms are determined, including by determining a worldwide royalty rate for our SEPs. Changes to or clarifications of our obligations to be prepared to offer licenses to SEPs on FRAND terms and conditions could require such terms, including our royalty rates, to be determined through third party adjudications. Finally, we and certain of our current and prospective licensees have initiated, and we and others could in the future initiate, legal proceedings or regulatory proceedings requesting third party adjudicators or regulators to set FRAND terms and conditions for a worldwide license to our SEPs, or to determine the FRAND-consistency of current terms and conditions in our patent license agreements. In particular, in 2021, the IP Tribunal of the Supreme People’s Court of the People’s Republic of China (SPC) affirmed its position that in certain SEP licensing disputes, Chinese courts can set worldwide royalty rates, and in December 2023, the Chongqing First Intermediate People’s Court issued such a decision setting a worldwide rate for Nokia’s cellular patents in response to a complaint filed by Oppo. We currently face similar proceedings that Oppo initiated before the Guangzhou Intellectual Property Court to determine a worldwide rate for our 3G, 4G, 5G, 802.11 and HEVC SEPs. If the court in our case applied the same framework as the court did in the Nokia decision, our standard essential patent portfolio would be significantly devalued as it relates to the FRAND royalty Oppo should pay. Also in 2023, Tesla and certain of its subsidiaries filed a claim in the UK High Court against InterDigital and Avanci seeking a determination of what the FRAND terms would be for a worldwide license between Tesla and Avanci covering Avanci’s 5G Connected Vehicle platform.

To the extent that our patent royalty rates for our patent license agreements are determined through arbitration or other third party adjudications or regulatory or court proceedings rather than through bilateral negotiations, because such proceedings are inherently unpredictable and uncertain and there are currently few precedents for such determinations, it is possible that royalty rates may be lower than our comparable rates. This could also have a negative impact on royalties we are able to obtain from future licensees, which may have an adverse effect on our revenue and cash flow. Prospective customers may delay, and in some cases have delayed, negotiations on the basis of an adverse decision. In addition, to the extent that other terms and conditions for our patent license agreements are determined through such means, such terms and conditions could be less favorable than our historical terms and conditions, which may have an adverse effect on our licensing business.

We could continue to be involved in a number of costly litigation, arbitration and administrative proceedings to enforce or defend our intellectual property rights and to defend our licensing practices.

While some companies seek licenses before they commence manufacturing and/or selling devices or services that use our patented inventions, most do not. Consequently, we approach companies and seek to establish license agreements for using our inventions. We expend significant time and effort identifying users and potential users of our inventions and negotiating license agreements with companies that may be reluctant to take licenses. However, if a third party implementer is unwilling to take a license on reasonable terms or in a reasonable time frame, or at all, we have in the past commenced, and may in the future commence, legal or administrative actions against such third parties to enforce our intellectual property rights. In turn, we have faced, and expect to continue to face, counterclaims and other legal proceedings that challenge the essential nature of our patents, or that claim that our patents are invalid, unenforceable or not infringed. Litigation adversaries have and may continue to allege that we have not complied with certain commitments to standards-setting organizations and therefore that we are not entitled to the relief that we seek. For example, Lenovo and other parties have alleged that we have not complied with an obligation to offer a license to a party on FRAND terms and conditions. Parties have also filed, and may in the future file, antitrust claims, unfair competition claims or regulatory complaints on that or other bases, and may seek damages and other relief based on such claims. Litigation adversaries have also filed against us, and other third parties may in the future file, validity challenges such as inter partes proceedings in the USPTO or the China National Intellectual Property Administration, which can lead to delays of our patent infringement actions as well as potential findings of invalidity. Such parties may also seek to obtain a determination that our patents are not infringed, are not essential or are unenforceable.

Litigation may be also required to protect our trade secrets, enforce patent license and confidentiality agreements or determine the validity, enforceability and scope of proprietary rights of others. The cost of enforcing and defending our intellectual property and of defending our licensing practices has been and may continue to be significant, in particular with rising fees from outside counsel. As a result, we could be subject to significant legal fees and costs, including in certain jurisdictions the costs and fees of opposing counsel if we are unsuccessful. In addition, litigation, arbitration and administrative proceedings require significant key employee involvement for significant periods of time, which could divert these employees from other business activities.

Potential patent and litigation reform legislation, potential USPTO and international patent rule changes, potential legislation affecting mechanisms for patent enforcement and available remedies, and potential changes to the intellectual property rights ("IPR") policies of worldwide standards bodies, as well as rulings in legal proceedings, may affect our investments in research and development and our strategies for patent prosecution, licensing and enforcement and could have a material adverse effect on our licensing business as well as our business as a whole.

Potential changes to certain U.S. and international patent laws, rules and regulations may occur in the future, some or all of which may affect our research and development investments, patent prosecution costs, the scope of future patent coverage we secure, the number of forums in which we can seek to enforce our patents, the remedies that we may be entitled to in patent litigation, and attorneys' fees or other remedies that could be sought against us, and may require us to reevaluate and modify our research and development activities and patent prosecution, licensing and enforcement strategies. For example, the State Administration for Market Regulation in China regularly reviews its policies related to intellectual property and antitrust laws, and any such review could result in ambiguous standards and/or create a worse position for patent holders like us. Additionally, the European Commission ("EC") has initiated a review of the EU's IP policies as they relate to SEPs and FRAND. This review is currently being discussed and debated inside the European Parliament and the European Council and any change to the legal or regulatory landscape as a result of this review could impact our ability to negotiate license agreements on favorable terms or at all, while also limiting our potential legal remedies and materially impacting our business. Further, legislation designed to reduce the value of SEPs and alter the U.S. patent system, including legislation designed to reduce the jurisdiction and remedial authority of the USITC, has periodically been introduced in Congress.

Any potential changes in the law, the IPR policies of standards bodies or other developments that reduce the available forums or the types of relief available in such forums (such as injunctive relief), restrict permissible licensing practices (such as our ability to license on a worldwide portfolio basis) or that otherwise cause us to seek alternative forums (such as arbitration or state court), would make it more difficult for us to enforce our patents, whether in adversarial proceedings or in negotiations. Because we have historically depended on the availability of certain forms of legal process to enforce our patents and obtain fair and adequate compensation for our investments in research and development and the unauthorized use of our intellectual property, developments that undermine our ability to do so could have a negative impact on future licensing efforts.

Rulings in our legal proceedings, as well as those of third parties, may affect our strategies for patent prosecution, licensing and royalty rate setting and enforcement. For example, in the past, the USITC and U.S. courts, including the U.S. Supreme Court, have taken actions that have been viewed as unfavorable to patentees, including us. Decisions that occur in the U.S. or in international forums may change the law applicable to various patent law issues, such as, for example, patentability, validity, claim construction, patent exhaustion, patent misuse, permissible licensing practices, available forums, and remedies such as damages and injunctive relief, in ways that are detrimental to the ability of patentees to enforce patents and obtain suitable relief. There are regularly discussions within the EC regarding potential regulations and policy changes that could determine how and whether a patent is essential to a standard. The risk of having our patents determined essential based on a single methodology or specific criteria and conditions associated with patent enforcement and licensing as imposed by the EC would affect our strategies as well. Ongoing uncertainty related to the feasibility and criteria used for this evaluation as well as the cost associated with such essentiality determination could impact the assessment of our SEP portfolio.

We continue to monitor and evaluate our strategies for prosecution, licensing and enforcement with regard to these developments; however, any resulting change in such strategies may have an adverse impact on our business and financial condition.

Our plans to renew license agreements with current licensees as well as additional handset manufacturers in China may be adversely affected by a deterioration in United States-China trade and geopolitical relations, our customers facing economic uncertainty there or our failure to establish a positive reputation in China, which could materially adversely affect our long-term business, financial condition and operating results.

Companies headquartered in China currently comprise a substantial portion of the handset manufacturers that remain unlicensed to our patent portfolio. Our ability to renew license agreements with current licensees in China as well as license new manufacturers is, among other things, affected by the macroeconomic and geopolitical climate, as well as our business relationships and perceived reputation in China. The U.S. and Chinese governments are regularly engaged in various trade discussions, and the U.S. State Department originally issued a travel advisory in January 2019 and reissued this travel advisory on January 11, 2023 advising U.S. citizens to exercise increased caution in China due to arbitrary enforcement of local laws. In January 2020, the U.S. and China entered into Phase One of the Economic and Trade Agreement Between the United States of America and the People's Republic of China (the "Phase One Trade Agreement"). The Phase One Trade Agreement takes steps to ease certain trade tensions between the U.S. and China, including tensions involving intellectual property theft and forced intellectual property transfers by China. Although the Phase One Trade Agreement was an encouraging sign of progress in the trade negotiations between the U.S. and China, questions still remain as to the enforcement of its terms, the resolution of a number of other points of dispute between the parties, and the prevention of further tensions. If the U.S.-China trade dispute re-escalates or relations between the United States and China deteriorate, these conditions could adversely affect our ability to renew license agreements with current licensees as well as license our patent portfolio to currently unlicensed Chinese handset manufacturers. Our ability to renew or conclude new license agreements with such manufacturers could also be affected by economic uncertainty, particularly in the handset market, in China or by our failure to establish a positive reputation and relationships in China. The occurrence of any of these events could have an adverse effect on our ability to enter into any renewal or new license agreements with Chinese handset manufacturers, which, in turn, could cause our long-term business, financial condition and operating results to be materially adversely affected.

Setbacks in defending our patent licensing practices could cause our cash flow and revenue to decline and could have an adverse effect on our licensing business.

Adverse decisions in litigation or regulatory actions relating to our licensing practices, including, but not limited to, findings that we have not complied with our FRAND commitments and/or engaged in anticompetitive or unfair licensing activities or that any of our license agreements are void or unenforceable, could have an adverse impact on our cash flow and revenue. Regulatory bodies may assess fines in the event of adverse findings, and as part of court or arbitration proceedings, a judgment could require us to pay damages (including the possibility of treble damages for antitrust claims). In addition, to the extent that legal decisions find patent license agreements to be void or unenforceable in whole or in part, that could lead to a decrease in the revenue associated with and cash flow generated by such agreements, and, depending on the damages requested, could lead to the refund of certain payments already made. Such decisions could also cause serious reputational harm. Finally, adverse legal decisions related to our licensing practices could have an adverse effect on our ability to enter into license agreements, which, in turn, could cause our cash flow and revenue to decline.

We are subject to risks resulting from customer concentration.

We earn a significant amount of our revenues from a limited number of licensees or customers, and we expect that a significant portion of our revenues will continue to come from a limited number of licensees or customers for the foreseeable future. For example, in 2023, Apple, Samsung, Lenovo, and Xiaomi each comprised 10% or more of our consolidated revenues. Further, because of the limited number of licensees and potential licensees, any opportunistic behavior during license negotiations by a company or companies using our technology could create large exposure for us. In the event that we are unable to renew one or more of such license agreements at all or on terms that are favorable to us, our future revenue and cash flow could be materially adversely affected. In the event that one or more of our significant licensees or customers fail to meet their payment or reporting obligations (for example, due to a credit issue or in connection with a legal dispute or similar proceeding) under their respective license agreements, our future revenue and cash flow could be materially adversely affected. In addition, in the event that there is a material decrease in shipments of licensed products by one of our per-unit licensees, our revenues from such licensee could significantly decline and our future revenue and cash flow could be adversely affected.

Additionally, there is significant concentration in the wireless communications industry in general, and these trends may continue. For example, in 2022, Samsung, Apple and Xiaomi collectively accounted for approximately 50% of worldwide smartphone shipments, and we anticipate a similar level of concentration in worldwide shipments for 2023 and beyond. Any further concentration or sale within the wireless industry among handset providers may reduce the number of licensing opportunities or, in some instances, result in the reduction, loss or elimination of existing royalty obligations. Further, if wireless carriers consolidate with companies that utilize technologies that are competitive with our technologies or that are not covered by our patents, we could lose market opportunities, which could negatively impact our revenues and financial condition.

We face competition from companies developing other or similar technologies.

We face competition from companies developing other and similar technologies that are competitive with our technologies, including in the standards-setting arena. Due to competition, our technologies may not find a viable commercial marketplace or, where applicable, be adopted by the relevant standards. In particular, increasing participation within standards-setting organizations has contributed to greater competition for influence within such organizations and for ultimately setting standards. In addition, in licensing our patent portfolio, we may compete with other companies, many of whom also claim to hold SEPs, for a share of the royalties that certain licensees may argue to be the total royalty that is supported by a certain product or products. In any device or piece of equipment that contains intellectual property, the manufacturer may need to obtain a license from multiple holders of intellectual property. To the extent that multiple parties all seek royalties on the same product, the manufacturers could claim to have difficulty in meeting the financial requirements of each patent holder.

Royalty rates could decrease for future license agreements due to downward product pricing pressures and competition over patent royalties.

Royalty payments to us under future license agreements could be lower than anticipated. Certain licensees and others in the wireless and consumer electronics industries, individually and collectively, are demanding that royalty rates for patents be lower than historic royalty rates and/or that such rates should be applied to royalty bases smaller than the selling price of an end product (such as the “smallest salable patent practicing unit”). There is also increasing downward pricing pressure on certain wireless products, including handsets, and other consumer electronics devices that we believe implement our patented inventions, and some of our royalty rates are tied to the pricing of these devices. In addition, a number of other companies also claim to hold patents that are essential with respect to products we aim to license. Demands by certain licensees to reduce royalties due to pricing pressure or the number of patent holders seeking royalties on these technologies could result in a decrease in the royalty rates we receive for use of our patented inventions, thereby decreasing future revenue and cash flow.

Our technologies may not become patented, adopted by wireless or video standards or widely deployed.

We invest significant resources in the development of advanced technology and related solutions. However, certain of our inventions that we believe will be employed in current and future products, including 4G, 5G, HEVC, VVC and others, are the subject of patent applications where no patent has been issued to us yet by the relevant patent issuing authorities. There is no assurance that these applications will issue as patents, either at all or with claims that would be required by products in the market currently or in the future. Our investments may not be recoverable or may not result in meaningful revenue if a sufficient number of our technologies are not patented and/or adopted by the relevant standards or if products based on the technologies in which we invest are not widely deployed. Competing technologies could reduce the opportunities for the adoption or deployment of technologies we develop. In addition, it is possible that in certain technology areas, such as in the IoT space, the adoption of proprietary systems could compete with or replace standards-based technology. It is also possible in certain technology areas, such as video coding and the IoT, that open source and/or purportedly royalty-free solutions such as AV1, VP-9 and OCF could compete with or replace proprietary standards-based technology. If the technologies in which we invest do not become patented, are not adopted by the relevant standards, or are not adopted by and deployed in the mainstream markets, at all or at the rate or within time periods that we expect, our business, financial condition and operating results could be adversely affected.

Setbacks in defending and enforcing our patent rights could cause our revenue and cash flow to decline.

Some third parties have challenged, and we expect will continue to challenge, the infringement, validity and enforceability of certain of our patents. In some instances, certain of our patent claims could be substantially narrowed or declared invalid, unenforceable, not essential or not infringed. For example, in limited cases, certain of our patents have been held invalid by courts in proceedings initiated by counterparties to our litigation proceedings. We cannot ensure that the validity and enforceability of our patents will be maintained or that our patents will be determined to be applicable to any particular product or standard. Moreover, third parties could attempt to circumvent certain of our patents through design changes. Any significant adverse findings as to the validity, infringement, enforceability or scope of our patents and/or any successful design-around of our patents could result in the loss of patent licensing revenue from existing licensees, through termination or modification of agreements or otherwise, and could substantially impair our ability to secure new patent licensing arrangements, either at all or on beneficial terms.

Our plans to expand our revenue opportunities may not be successful.

As part of our business strategy, we regularly seek to expand our revenue opportunities both organically and inorganically. For example, we are currently seeking to expand our licensing activities beyond device-based licensing revenue to certain video and cloud-based service providers. The market for licensing video and cloud-based services is not as developed as device-based licensing programs. As a result, video and cloud-based service providers do not have a significant volume of comparable agreements against which to compare our offers and may use this as a reason to delay our negotiations with such providers. Additionally, our pricing models may not reflect the demand for our value of our technologies. Accordingly, we may not be able to enter into license agreements with these providers on terms that are favorable to us, or at all.

We also seek to expand our business opportunities through targeted acquisitions, research partnerships, joint ventures and licensing platforms. We face intense competition within our industry and otherwise for acquisitions of high-quality businesses, technologies and assets. As such, even if we are able to identify an acquisition target that we would like to acquire, we may not be able to complete the acquisition on commercially reasonable terms, or at all. If we are not able to consummate any of these inorganic growth opportunities on a reasonable time frame, on terms that are attractive to us or at all, we may not be able to grow our business in line with our expectations and as such, our business, financial condition and operating results could be harmed.

Macroeconomic conditions including rising inflation may result in increased costs of operations.

A decline in economic conditions, such as a recession, economic downturn or inflationary conditions in the U.S. or elsewhere could adversely affect our business. In particular, inflation has accelerated in the U.S. and globally. A majority of our revenue is derived from patent license agreements that provide for fixed payments that were negotiated before the recent rise in inflation. An inflationary environment can increase our cost of labor, as well as our other operating costs, without a corresponding increase in our revenue, which may have a material adverse impact on our operating results and financial condition.

Scrutiny by antitrust authorities may affect our strategies for patent prosecution, licensing and enforcement and may increase our costs of doing business and/or lead to monetary fines, penalties or other remedies or sanctions.

Domestic and foreign antitrust authorities regularly review their policies with respect to the use of SEPs, including the enforcement of such patents against competitors and others. Such scrutiny has in the past resulted in enforcement actions against Qualcomm and other licensing companies, and could lead to additional investigations of, or enforcement actions against, us. Such inquiries and/or enforcement actions could impact the availability of injunctive and monetary relief, which may adversely affect our strategies for patent prosecution, licensing and enforcement and increase our costs of operation. Such inquiries and/or enforcement actions could also result in monetary fines, penalties or other remedies or sanctions that could adversely affect our business and financial condition.

We have in the past and may in the future make acquisitions or engage in other strategic transactions that could result in significant changes, costs and/or management disruption and that may fail to enhance shareholder value or produce the anticipated benefits.

We have in the past and may in the future acquire companies, businesses, technology and/or intellectual property, and enter into joint ventures or other strategic transactions. Acquisitions or other strategic transactions may increase our costs, including but not limited to accounting and legal fees, and may not generate financial returns or result in increased adoption or continued use of our technologies or of any technologies we may acquire.

The integration of acquired companies or businesses may result in significant challenges, including, among others: successfully integrating new employees, technology and/or products; consolidating research and development operations; minimizing the diversion of management’s attention from ongoing business matters; and consolidating corporate and administrative infrastructures. As a result, we may be unable to accomplish the integration smoothly or successfully. In addition, we cannot be certain that the integration of acquired companies, businesses, technology and/or intellectual property with our business will result in the realization of the full benefits that we anticipate will be realized from such acquisitions. Our plans to integrate and/or expand upon research and development programs and technologies obtained through acquisitions may result in products or technologies that are not adopted by the market, or the market may adopt solutions competitive to our technologies.

A portion of our revenue and cash flow is dependent upon our licensees' sales and market conditions and other factors that are beyond our control or are difficult to forecast.

A portion of our licensing revenues is dependent on sales by our licensees that are outside our control and that could be negatively affected by a variety of factors, including global, regional and/or country-specific economic conditions and/or public health concerns, country-specific natural disasters impacting licensee manufacturing and sales, demand and buying patterns of end users, which are often driven by replacement and innovation cycles, the service life of products incorporating our technologies, competition for our licensees' products, supply chain disruptions, and any decline in the sale prices our licensees receive for their covered products. In addition, our operating results also could be affected by general economic and other conditions that cause a downturn in the market for the licensees of our technologies. Our revenue and cash flow also could be affected by (i) the unwillingness of any licensee to satisfy all of their royalty obligations on the terms or within the timeframe we expect, (ii) a decline in the financial condition or market position of any licensee or (iii) the failure of sales to meet market forecasts due to global or regional economic conditions, political instability, natural disasters, competitive technologies, lower demand or otherwise. It is also difficult to predict the timing, nature and amount of licensing revenue associated with past infringement (including as a result of the unwillingness of our licensees to compensate us for such past infringement) and new licenses, strategic relationships and the resolution of legal proceedings. The foregoing factors are difficult to forecast and could adversely affect both our quarterly and annual operating results and financial condition.

In addition, some of our patent license agreements provide for upfront fixed payments or prepayments that cover our licensees' future sales for a specified period and reduce future cash receipts from those licensees. As a result, our cash flow has historically fluctuated from period to period. Depending upon the payment structure of any new patent license agreements into which we may enter, such cash flow fluctuations may continue in the future.

Our revenue may be affected by the deployment of future-generation wireless standards in place of 3G, 4G and 5G technologies or future-generation video standards, by the timing of such deployment, or by the need to extend or modify certain existing license agreements to cover subsequently issued patents.

We own an evolving portfolio of issued and pending patents related to 3G, 4G and 5G cellular technologies and non-cellular technologies including video coding technologies, and our patent portfolio licensing program for future-generation wireless standards or video coding standards may not be as successful in generating licensing income as our current licensing programs. Although we continue to participate in worldwide standards bodies and contribute our intellectual property to future-generation wireless and video coding standards, including standards that will define 5G, our technologies might not be adopted by the relevant standards. In addition, we may not be as successful in the licensing of future-generation products as we have been in licensing products deploying existing wireless and video coding standards, or we may not achieve a level of royalty revenues on such products that is comparable to that which we have historically received on products deploying existing wireless and video coding standards. Furthermore, if there is a delay in the standardization and/or deployment of 5G or future video coding standards, our business and revenue could be negatively impacted.

The licenses that we grant under our patent license agreements typically only cover products designed to operate in accordance with specified technologies and that were manufactured or deployed or anticipated to be manufactured or deployed at the time of entry into the agreement. Also, we have patent license agreements with licensees that now offer for sale types of products that were not sold by such licensees at the time the patent license agreements were entered into and, thus, are not licensed by us. We do not derive patent licensing revenue from the sale of products by our licensees that are not covered by a patent license agreement. In order to grant a patent license for any such products, we will need to extend or modify our patent license agreements or enter into new license agreements with such licensees, and we may not be able to do so on terms acceptable to us or at all. Further, such extensions, modifications or new license agreements may adversely affect our revenue on the sale of products covered by the license prior to any extension, modification or new license.

***We may not be able to attract and retain qualified employees*.**

Competition for top talent is substantial. In order to be successful, we must attract, develop, and retain employees. Implementing our business strategy requires specialized engineering and other technical talent, and these skills are in high demand among our competitors. The market for employees in our industry is extremely competitive, and competitors for talent, particularly engineering talent, increasingly attempt to hire, and to varying degrees have been successful in hiring, our employees or employment candidates. Further, the increased availability of remote working arrangements, largely driven by the COVID-19 pandemic, has expanded the pool of companies that can compete for our employees and employment candidates. A number of such competitors for talent are significantly larger than us and may be able to offer compensation, benefits or work arrangements perceived as more desirable than what we are able to offer. If we are unable to recruit, retain, and motivate our employees, then we may not be able to innovate, execute on our strategy and grow our business as planned. Further, the cost and loss of efficiency related to turnover, particularly at senior levels, may be significant.

A potential public health crisis, pandemic or similar event could adversely impact our business, financial condition and results of operations.

As we saw with the COVID-19 pandemic, any such event can create significant worldwide uncertainty, volatility and economic disruption. The extent to which any potential future public health crises, pandemics or similar events could adversely impact our business, financial condition and results of operations is dependent upon numerous factors, many of which are highly uncertain, rapidly changing and uncontrollable. These factors include, but are not limited to: (i) the duration and scope of the pandemic or other event; (ii) governmental, business and individual actions that have been and continue to be taken in response to the pandemic or other event, including travel restrictions, quarantines, social distancing, work-from-home and shelter-in-place orders and shut-downs; (iii) the impact on our customers, including those that are presently unlicensed, and other business partners; (iv) the impact on U.S. and global economies and the timing and rate of economic recovery; (v) potential adverse effects on the financial markets and access to capital; (vi) potential goodwill or other impairment charges; (vii) increased cybersecurity risks as a result of pervasive remote working conditions; (viii) our ability to effectively carry out our operations due to any adverse impacts on the health and safety of our employees and their families; (ix) the ability of our customers to timely satisfy their payment obligations to us; and (x) fluctuations in global shipments of handsets and consumer electronics devices.

We face risks from doing business and maintaining offices in international markets.

A significant portion of our licensees, potential licensees and customers are international, and our licensees, potential licensees and customers sell their products to markets throughout the world. In addition, in recent years, we have expanded, and we may continue to expand, our international operations, opening offices in China, France, Belgium and Finland. Accordingly, we are subject to the risks and uncertainties of operating internationally. Our international operations could exacerbate the other risk factors we have identified, and we could be affected by a variety of uncontrollable and changing factors, including, but not limited to: difficulty in protecting our intellectual property in foreign jurisdictions; enforcing contractual commitments in foreign jurisdictions or against foreign corporations; government regulations, tariffs and other applicable trade barriers; biased enforcement of foreign laws and regulations to promote industrial or economic policies at our expense; retaliatory practices by foreign actors; currency control regulations; export license requirements and restrictions on the use of technology; social, economic and political instability; costly, time consuming and changing regulatory regimes; natural disasters, acts of terrorism, widespread illness and war; potentially adverse tax consequences; general delays in remittance of and difficulties collecting non-U.S. payments; foreign labor regulations; anti-corruption laws; public health issues; and difficulty in staffing and managing operations remotely. Managing operations and complying with relevant laws and regulations in China may be particularly complex, costly and time-consuming. We also are subject to risks specific to the individual countries in which we and our licensees, potential licensees and customers do business.

In addition, adverse movements in currency exchange rates may negatively affect our business due to a number of situations, including the following:

- If the effective price of products sold by our licensees were to increase as a result of fluctuations in the exchange rate of the relevant currencies, demand for the products could fall, which in turn would reduce our royalty revenues.
- Assets or liabilities of our consolidated subsidiaries may be subject to the effects of currency fluctuations, which may affect our reported earnings.
- Certain of our operating and investing costs, such as foreign patent prosecution, are based in foreign currencies. If these costs are not subject to foreign exchange hedging transactions, strengthening currency values in selected regions could adversely affect our near-term operating expenses, investment costs and cash flows. In addition, continued strengthening of currency values in selected regions over an extended period of time could adversely affect our future operating expenses, investment costs and cash flows.

Environmental. social and governance (ESG) matters may expose us to reputational risks and legal liability.

There is an increasing focus from investors, customers and employees as well as other stakeholders concerning ESG matters. Current and prospective investors are increasingly utilizing ESG data to inform their decisions including investment and voting using a multitude of evolving score and rating frameworks. Additionally public interest and legislative pressure related to public companies' ESG practices continue to grow. If our ESG practices fail to meet the expectations of any of our stakeholders’ evolving standards, our reputation, brand and employee retention may be negatively impacted. If we do not adapt our strategy or execution quickly enough to meet the evolving expectations, our business, financial condition, results of operations and reputation could be adversely affected.

Our industry is subject to rapid technological change, uncertainty and shifting market opportunities.

Our success depends, in part, on our ability to define and keep pace with changes in industry standards, technological developments and varying customer requirements. Changes in industry standards and needs could adversely affect the development of, and demand for, our technology, rendering our technology currently under development obsolete and unmarketable. The patents and applications comprising our portfolio have fixed terms, and, if we fail to anticipate or respond adequately to these changes through the development or acquisition of new patentable inventions, patents or other technology, we could miss a critical market opportunity, reducing or eliminating our ability to capitalize on our patents, technology solutions or both.

Our commercialization, licensing and/or M&A activities could lead to patent exhaustion or implied license issues that could materially adversely affect our business.

The legal doctrines of patent exhaustion and implied license may be subject to different judicial interpretations. Our commercialization or licensing of certain technologies and/or our M&A activities could potentially lead to patent exhaustion or implied license issues that could adversely affect our patent licensing program(s) and limit our ability to derive licensing revenue from certain patents under such program(s), whether through the assumption of license agreements that would result in our patents being captured by such agreements, the acquisition of a business that sells or licenses products that practice our patents, or otherwise. In the event of successful challenges by current or prospective licensees based on these doctrines that result in a material decrease to our patent licensing revenue, our financial condition and operating results may be materially adversely affected.

Our use of open source software could materially adversely affect our business, financial condition, operating results and cash flow.

Certain of our technology and our suppliers' technology may contain or may be derived from "open source" software, which, under certain open source licenses, may offer accessibility to a portion of a product's source code and may expose related intellectual property to adverse licensing conditions. Licensing of such technology may impose certain obligations on us if we were to distribute derivative works of the open source software. For example, these obligations may require us to make source code for derivative works available or license such derivative works under a particular type of license that is different from what we customarily use to license our technology. While we believe we have taken appropriate steps and employ adequate controls to protect our intellectual property rights, our use of open source software presents risks that, if we inappropriately use open source software, we may be required to re-engineer our technology, discontinue the sale of our technology, release the source code of our proprietary technology to the public at no cost or take other remedial actions, which could adversely affect our business, operating results and financial condition. There is a risk that open source licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our solutions, which could adversely affect our business, operating results and financial condition. In addition, developing open source products, while adequately protecting the intellectual property rights upon which our licensing business depends, may prove burdensome and time-consuming under certain circumstances, thereby placing us at a competitive disadvantage.

We may have exposure to additional tax liabilities.

The United States government enacted tax reform in 2017 and continues to provide regulatory guidance related to tax reform provisions, and state authorities continue to provide guidance around the application of tax reform provisions, that in each case, could impact future effective tax rates favorably or unfavorably. The United States government could enact further tax reform legislation, which could adversely impact our tax rate. The international tax environment also continues to change as a result of both coordinated efforts by governments and unilateral measures designed by individual countries, which could ultimately have an adverse effect on the taxation of international businesses such as ours. Accordingly, our tax rate could be adversely affected by several factors, many of which are outside of our control, including: changing tax laws, regulations and interpretations thereof; changes in tax rates; and assessments and any related tax, interest or penalties. If we are deemed to owe additional taxes, our business, financial condition, and results of operations could be adversely affected.

Changes to our tax assets or liabilities could have an adverse effect on our consolidated financial condition or results of operations.

The calculation of tax assets and liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. We are subject to examinations by the Internal Revenue Service ("IRS") and other taxing jurisdictions on various tax matters, including challenges to various positions we assert in our filings and foreign tax liability and withholding. Pursuant to the guidance for accounting for uncertainty in income taxes, certain tax contingencies are recognized when they are determined to be more likely than not to occur. Although we believe we have adequately recorded tax assets and accrued for tax contingencies that meet this criterion, we may not fully recover our tax assets or may be required to pay taxes in excess of the amounts we have accrued. In the event that the IRS or another taxing jurisdiction levies an assessment in the future, it is possible the assessment could have an adverse effect on our consolidated financial condition or results of operations.

Market projections and data are forward-looking in nature.

Our strategy is based on our own projections and on analyst, industry observer and expert projections, which are forward-looking in nature and are inherently subject to risks and uncertainties. We utilize these projections in various ways, including key strategic decisions that we regularly make regarding the direction of our business, research and licensing efforts. The validity of their and our assumptions, the timing and scope of wireless markets, economic conditions, customer buying patterns, timeliness of equipment development, pricing of products, growth in wireless telecommunications services that would be delivered on wireless devices and availability of capital for infrastructure improvements could affect these predictions. Projections on the size of various markets may be inaccurate. In addition, market data upon which we rely is based on third party reports that may be inaccurate. The inaccuracy of any of these projections and/or market data could adversely affect our business prospects, operating results and financial condition.

The high amount of capital required to obtain radio frequency licenses, deploy and expand wireless networks and obtain new subscribers, as well as the cost of new handsets could slow the growth of the wireless communications industry and adversely affect our business.

Our growth is partially dependent upon the increased use of wireless communications services and cellular handsets that utilize our technology. In order to provide wireless communications services, wireless operators must obtain rights to use specific radio frequencies. The allocation of frequencies is regulated in the United States and other countries throughout the world, and limited spectrum space is allocated to wireless communications services. Industry growth may be affected by the amount of capital required to obtain licenses to use new frequencies, deploy wireless networks to offer voice and data services, expand wireless networks to grow voice and data services and obtain new subscribers. The significant cost of licenses, wireless networks and subscriber additions may slow the growth of the industry if wireless operators are unable to obtain or service the additional capital necessary to implement or expand advanced wireless networks. Growth in the number of cellular handsets may slow as the number of people worldwide without a cellular handset declines. In addition, if the cost of cellular handsets increases, customers may be less likely to replace their existing devices with new devices. The growth of our business could be adversely affected if either of these events occur.

We regularly make strategic decisions about our patent portfolio. Although we seek to focus our operations in areas where we see the potential for growth and to divest assets where we see more limited opportunities, dispositions we decide to undertake may involve risks, and the anticipated benefits of such actions may not be realized.

From time to time, we intend to make strategic decisions about our patent portfolio, whether through a formal portfolio review or opportunistic dispositions. Cost savings expectations of any portfolio review are inherently uncertain and, therefore, we cannot provide assurance that we will achieve any expected, or any actual cost savings from any such action. Our portfolio review activities may place substantial demands on our management, which could lead to the diversion of management's attention from other business priorities. We have divested a number of assets, including as part of a recent strategic portfolio rationalization review. Any assets that we divest could turn out to be more valuable than we had anticipated and we may not realize the anticipated benefits of any strategic decision about our patent portfolio.

It can be difficult for us to verify royalty amounts owed to us under our per-unit licensing agreements, and this may cause us to lose potential revenue.

The standard terms of our per-unit license agreements require our licensees to document the sale of licensed products and report this data to us on a quarterly basis. Although our standard license terms give us the right to audit books and records of our licensees to verify this information, audits can be expensive, time consuming, incomplete and subject to dispute. From time to time, we audit certain of our licensees to verify independently the accuracy of the information contained in their royalty reports in an effort to decrease the likelihood that we will not receive the royalty revenues to which we are entitled under the terms of our license agreements, but we cannot give assurances that these audits will be sufficient or effective.

Our technology development activities may experience delays.

We may experience technical, financial, resource or other difficulties or delays related to the further development of our technologies. Delays may have adverse financial effects and may allow competitors with comparable technology offerings to gain an advantage over us in the marketplace or in the standards setting arena. There can be no assurance that we will continue to have adequate staffing or that our development efforts will ultimately be successful. Moreover, certain of our technologies have not been tested for commercial use, and it is possible that they may not perform as expected. In such cases, our business, financial condition and operating results could be adversely affected, and our ability to secure new licensees and other business opportunities could be diminished.

We rely on relationships with third parties to develop and deploy technology solutions.

Successful exploitation of our technology solutions is partially dependent on the establishment and success of relationships with equipment producers and other industry participants. Delays or failure to enter into licensing or other relationships to facilitate technology development efforts or delays or failure to enter into technology licensing agreements to secure integration of additional functionality could impair our ability to introduce into the market portions of our technology and resulting products, cause us to miss critical market windows or impair our ability to remain competitive.

Our business and operations could suffer in the event of security breaches.

Attempts by others to gain unauthorized access to information technology systems are becoming more sophisticated. These attempts, which in some cases could be related to industrial or other espionage, include covertly introducing malware to computers and networks and impersonating authorized users, among others. We seek to detect and investigate all security incidents and to prevent their recurrence, but, in some cases, we might be unaware of an incident or its magnitude and effects. While we have not identified any material incidents of unauthorized access to date, the theft, unauthorized use or publication of our intellectual property and/or confidential business or personal information (whether through a breach of our own systems or the breach of a system of a third party that provides services to us) could harm our competitive or negotiating positions, reduce the value of our investment in research and development and other strategic initiatives, compromise our patent enforcement strategies or outlook, damage our reputation or otherwise adversely affect our business. In addition, to the extent that any future security breach results in inappropriate disclosure of our employees', licensees', or customers' confidential and /or personal information, we may incur liability or additional costs to remedy any damages caused by such breach.

Our business is subject to a variety of domestic and international laws, rules and policies and other obligations regarding data protection.

We may be affected by existing and proposed laws and regulations, as well as government policies and practices related to cybersecurity, privacy and data protection. For example, the European General Data Protection Regulation ("GDPR"), the United Kingdom's GDPR, the California Consumer Privacy Act of 2018 and the California Privacy Rights Act of 2020 impose obligations on companies such as ours regarding the handling of personal data. Additionally, in 2021, China adopted the Personal Information Protection Law ("PIPL"), which, together China's existing cyber and data securities regulations, have required and will continue to require significant investment and resources to ensure compliance. Complying with the these and other privacy and cybersecurity regulations could cause us to incur substantial costs or require us to change our business practices. If we cannot implement an effective compliance mechanism for cross-border privacy and security matters, we may face increased exposure to regulatory actions, substantial fines and other penalties. Further, these areas are quickly changing, becoming increasingly stringent, and creating regulatory uncertainty.

Risks Relating to Our Common Stock and our Convertible Notes

Our operating results may fluctuate significantly, which could make our future results difficult to predict and could cause our operating results to fall below expectations.

Our operating results may fluctuate from quarter to quarter as a result of a number of factors, many of which are outside of our control and may be difficult to predict. In particular, the timing of revenue recognition may cause our revenues and earnings to fluctuate, and there is significant judgment in the application of our revenue recognition principles. For example, accounting principles sometimes require us to recognize revenue before the actual amount is certain, which could add to uncertainty in our revenue guidance. The variability and unpredictability of our results of operations or other operating metrics could result in our failure to meet our expectations or those of industry or financial analysts. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our common stock could fall substantially.

Our stock repurchase program may not result in a positive return of capital to shareholders.

Our stock repurchase program, including the tender offer that we completed during 2023, may not return value to shareholders as it was designed to do because the market price of the stock may decline below the levels at which we repurchased shares of stock. Stock repurchase programs are intended to deliver shareholder value over the long term, but stock price fluctuations can reduce the effectiveness of such programs. In addition, our Board of Directors could choose to suspend or terminate the stock repurchase program at any time or not to renew the program.

Our shareholders may not receive the level of dividends provided for in our dividend policy or any dividend at all, and any decrease in or suspension of the dividend could cause our stock price to decline.

Our current dividend policy contemplates the payment of a regular quarterly cash dividend of $0.40 per share on our outstanding common stock. We expect to continue to pay quarterly cash dividends on our common stock at the rate set forth in our current dividend policy. However, the dividend policy and the payment and timing of future cash dividends under the policy are subject to the final determination each quarter by our Board of Directors that (i) the dividend will be made in compliance with laws applicable to the declaration and payment of cash dividends, including Section 1551(b) of the Pennsylvania Business Corporation Law, and (ii) the policy remains in our best interests, which determination will be based on a number of factors, including our earnings, financial condition, capital resources and capital requirements, alternative uses of capital, restrictions imposed by any existing debt, economic conditions and other factors considered relevant by the Board of Directors. Given these considerations, our Board of Directors may increase or decrease the amount of the dividend at any time and may also decide to vary the timing of or suspend or discontinue the payment of dividends in the future. Any decrease in the amount of the dividend, or suspension or discontinuance of payment of a dividend, could cause our stock price to decline.

Securities analyst coverage or lack of coverage may have a negative impact on our common stock's market price.

The trading market for our common stock will depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If securities or industry analysts stop their coverage of us or additional securities and industry analysts fail to cover us in the future, the trading price for our common stock would be negatively impacted. If any analyst or analysts who cover us downgrade our common stock, changes their opinion of our shares or publishes inaccurate or unfavorable research about our business, our stock price could decline. If any analyst or analysts cease coverage of us or fail to publish reports on us regularly, demand for our common stock could decrease and we could lose visibility in the financial markets, which could cause our stock price and trading volume to decline.

Our indebtedness could adversely affect our business, financial condition and results of operations and our ability to meet our payment obligations under such indebtedness.

Our total indebtedness as of December 31, 2023 was approximately $615.2 million. This level of debt could have significant consequences on our future operations, including:

- reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes, and limiting our ability to obtain additional financing for these purposes;
- limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy; and
- placing us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged.

Any of the above-listed factors could have an adverse effect on our business, financial condition and results of operations and our ability to meet our payment obligations under the 2024 Notes and the 2027 Notes.

The convertible note hedge transactions and warrant transactions that we entered into in connection with the offering of the 2024 Notes and the 2027 Notes may affect the value of the such notes, and the market price of our common stock.

In connection with the offerings of the 2024 Notes and the 2027 Notes, we entered into convertible note hedge transactions with certain financial institutions (the "option counterparties") and sold warrants to the respective option counterparties. These transactions will be accounted for as an adjustment to our shareholders' equity. The convertible note hedge transactions are expected to reduce the potential equity dilution upon any conversion of the notes. The warrants will have a dilutive effect on our earnings per share to the extent that the market price of our common stock exceeds the applicable strike price of the warrants on any expiration date of the warrants.

In addition, the respective option counterparties (and/or their affiliates) may modify their respective hedge positions from time to time (including during any observation period related to a conversion of the notes) by entering into or unwinding various derivative transactions with respect to our common stock and/or by purchasing or selling our common stock in open market transactions and/or privately negotiated transactions.

The potential effect, if any, of any of these transactions and activities on the market price of our common stock will depend in part on market conditions and cannot be ascertained at this time, but any of these activities could adversely affect the market price of our common stock.

We are subject to counterparty risk with respect to the convertible note hedge transactions.

The respective option counterparties are financial institutions or affiliates of financial institutions, and we will be subject to the risk that such option counterparties may default under the respective convertible note hedge transactions. Our exposure to the credit risk of the option counterparties is not secured by any collateral. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the applicable convertible note hedge transactions. Our exposure will depend on many factors but, generally, the increase in our exposure will be correlated to the increase in our common stock market price and in volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and dilution with respect to our common stock. We can provide no assurance as to the financial stability or viability of the option counterparties.

Provisions of the 2024 Notes and 2027 Notes could discourage an acquisition of us by a third party.

Certain provisions of the 2024 Notes and the 2027 Notes could make it more difficult or more expensive for a third party to acquire us. Upon the occurrence of certain transactions constituting a fundamental change under the indentures, holders of the notes will have the right, at their option, to require us to repurchase all of their applicable notes or any portion of the principal amount of such notes at a price of 100% of the principal amount of the notes being repurchased, plus accrued and unpaid interest. We may also be required to issue additional shares upon conversion in the event of certain fundamental change transactions. These provisions could limit the price that some investors might be willing to pay in the future for shares of our common stock.

Item 1B. ***UNRESOLVED STAFF COMMENTS.***

None.

Item 1C. ***CYBERSECURITY.***

We take a defense-in-depth approach, leveraging multiple, layered security measures, to protect our data, our customers' data, our infrastructure, and our employees. We embed data protection throughout our operations and information technology programs, relying on multiple and various controls to prevent and detect threats, with the goal of safeguarding our assets, data and personnel.

InterDigital evaluates cybersecurity risks as part of our overall enterprise risk management. A steering committee of senior executives meets quarterly to evaluate any changes to the Company's exposure to cybersecurity risks, discuss potential mitigation plans and provide updates on mitigation efforts already underway. Our cybersecurity team keeps up to date on the latest threats and risks through multiple channels and is also involved in evaluating risks associated with any new proposed service providers. The Company employs a Director of Cybersecurity & Networks, reporting directly to our CIO, who manages our cybersecurity team that is comprised entirely of security professionals with industry recognized top tier certifications. The cybersecurity team within IS is responsible for assessing and managing risks and informing/gaining feedback from the cybersecurity steering committee.

Additionally, InterDigital's team of dedicated cybersecurity experts/professionals maintain a comprehensive set of cybersecurity policies and standards, including a security incident response framework. The framework is a set of coordinated procedures and tasks that the InterDigital incident response team executes to ensure timely and accurate reporting and resolution of computer security incidents. The framework details who, how and when appropriate persons or committees, including the Audit Committee are kept informed on the status of potential cybersecurity incidents. A summary of recent incidents is also presented by the Chief Information Officer ("CIO") at each regular Audit Committee meeting. Our policies and standards were developed in collaboration with a wide range of disciplines, such as information technology, cybersecurity, legal, compliance and business. Our cybersecurity strategy and policies are continually reassessed to ensure they attempt to identify and proactively address the constant changes in the global threatscape, including through the use of tabletop exercises. Decision makers such as the CIO, executive team, and Audit Committee are regularly kept up to date on cybersecurity trends. Ongoing collaboration with stakeholders throughout the business also helps to build continued awareness and visibility of future needs.

We engage external vendors to assess the cybersecurity program as needed. An independent third party, never used consecutively, performs annual multi-stage penetration testing of our IT environment.

Our cybersecurity program is governed by the Audit Committee of our Board. The Audit Committee of the Board and the full Board each receive quarterly updates on cybersecurity risks identified through the enterprise risk management processes described above.

Notwithstanding the extensive approach we take to cybersecurity, we may not be successful in preventing or mitigating a cybersecurity incident that could have a material adverse effect on us. We identify nation state-sponsored threat actors and the rise in sophistication and proliferation of ransomware campaigns as top reasonable material risks to the business. The theft, unauthorized use or publication of our intellectual property and/or confidential business or personal information (whether through a breach of our own systems or the breach of a system of a third party that provides services to us) could harm our competitive or negotiating positions, reduce the value of our investment in research and development and other strategic initiatives, compromise our patent enforcement strategies or outlook, damage our reputation or otherwise adversely affect our business. See Item 1A. "Risk Factors" for a discussion of cybersecurity risks.

Item 2. ***PROPERTIES.***

Our headquarters are located in Wilmington, Delaware, USA. Our research and development activities are conducted primarily in facilities located in Conshohocken, Pennsylvania, USA; London, United Kingdom; Montreal, Canada; New York, New York, USA; Los Altos, California, USA; and Rennes, France.

The following table sets forth information with respect to our principal leased properties:

Location	Approximate Square Feet	Principal Use	Lease Expiration Date
Wilmington, Delaware	7,190	Corporate headquarters	November 2025
Rennes, France	33,000	Office and research space	August 2031
Conshohocken, Pennsylvania	30,300	Office and research space	September 2029
New York, New York	19,400	Office and research space	July 2030
Montreal, Quebec	11,918	Office and research space	June 2026
Los Altos, California	4,900	Office and research space	November 2027

We are also a party to leases for several smaller research and/or office spaces, including in Brussels, Belgium; Espoo, Finland; Indianapolis, Indiana, USA; London, United Kingdom; Melville, New York, USA; Paris, France, and Beijing, China. In addition, we own an administrative office space in Washington, District of Columbia, USA.

We believe that the facilities described above are suitable and adequate for our present purposes and our needs in the near future.

Item 3. ***LEGAL PROCEEDINGS.***

See Note 12, "*Litigation and Legal Proceedings*," to the Notes to Consolidated Financial Statements included below in Part II, Item 8 of this Form 10-K for a description of our material legal proceedings, which is incorporated herein by reference.

Item 4. ***MINE SAFETY DISCLOSURES.***

Not applicable.

PART II

Item 5. ***MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.***

Market Information

The Nasdaq Global Select Market ("Nasdaq") is the principal market for our common stock, which is traded under the symbol "IDCC."

Holders

As of February 13, 2024, there were 408 holders of record of our common stock.

Dividends

Cash dividends on outstanding common stock declared in 2023 and 2022 were as follows (in thousands, except per share data):

2023	**Per Share**	**Total**	**Cumulative by Fiscal Year**
First quarter	$ 0.35	$ 9,449	$ 9,449
Second quarter	0.35	9,273	18,722
Third quarter	0.40	10,348	29,070
Fourth quarter	0.40	10,226	39,296
	$ 1.50	$ 39,296	
2022			
First quarter	$ 0.35	$ 10,803	$ 10,803
Second quarter	0.35	10,380	21,183
Third quarter	0.35	10,382	31,565
Fourth quarter	0.35	10,384	41,949
	$ 1.40	$ 41,949	

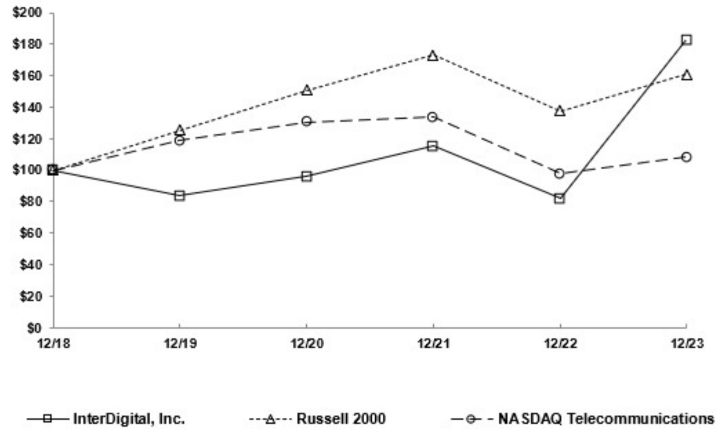
We increased the quarterly cash dividend from $0.35 to $0.40 per share beginning with the dividend paid in fourth quarter 2023. We currently expect to continue to pay comparable dividends in the future; however, continued payment of cash dividends and changes in the Company's dividend policy will depend on the Company's earnings, financial condition, capital resources and capital requirements, alternative uses of capital, restrictions imposed by any existing debt, economic conditions and other factors considered relevant by our Board of Directors.

Performance Graph

The following graph compares five-year total shareholder return on common stock with the cumulative total returns of the Nasdaq Telecommunications index and the Russell 2000 index. The graph tracks the performance of a $100 investment in our common stock and in each index (with the reinvestment of all dividends) from 12/31/2018 to 12/31/2023.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among InterDigital, Inc., the Russell 2000 Index
and the NASDAQ Telecommunications Index



*$100 invested on 12/31/18 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

	12/18	12/19	12/20	12/21	12/22	12/23
InterDigital, Inc.	100.00	83.89	95.89	115.54	81.73	182.79
Russell 2000	100.00	125.52	150.58	172.90	137.56	160.85
Nasdaq Telecommunications	100.00	118.74	130.71	133.51	97.62	108.00

The above performance graph shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or incorporated by reference into any filing of InterDigital under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Issuer Purchases of Equity Securities

Repurchase of Common Stock

The following table provides information regarding Company purchases of its common stock during fourth quarter 2023.

Period	Total Number of Shares (or Units) Purchased (1)	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchases as Part of Publicly Announced Plans or Programs (2)	Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs (3)
October 1, 2023 - October 31, 2023	274,000	$ 79.73	274,000	$ 79,882,188
November 1, 2023 - November 30, 2023	160,504	$ 88.33	160,504	$ 65,701,580
December 1, 2023 - December 31, 2023	36,611	$ 96.90	36,611	$ 296,259,145
Total	471,115	$ 83.99	471,115	

(1) Total number of shares purchased during each period reflects share purchase transactions that were completed (i.e., settled) during the period indicated.

(2) Shares were purchased pursuant to the Company's share repurchase program (the "Share Repurchase Program"), $300 million of which was authorized by the Company's Board of Directors in June 2014, with an additional $100 million authorized by the Company's Board of Directors in each of June 2015, September 2017, December 2018, May 2019, and May 2022, respectively, an additional $333 million in December 2022, and an additional $235 million in December 2023. The Share Repurchase Program has no expiration date.

(3) Amounts shown in this column reflect the amounts remaining under the Share Repurchase Program at the end of the period.

Item 6. [RESERVED]

Item 7. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.*

OVERVIEW

The following discussion should be read in conjunction with the Consolidated Financial Statements and the Notes thereto contained in this Form 10-K. The following section generally discusses our financial condition and results of operations for our fiscal year ended December 31, 2023 compared to our fiscal year ended December 31, 2022. A discussion regarding our financial condition and results of operations for December 31, 2022 compared to our fiscal year ended December 31, 2021 can be found in Part II, Item 7 of our Annual Report on Form 10-K for fiscal year 2022, filed with the Securities and Exchange Commission (the "SEC") on February 15, 2023.

Throughout the following discussion and elsewhere in this Form 10-K, we refer to "recurring revenues" and "catch-up revenues." For variable and dynamic fixed-fee license agreements, "catch-up revenues" primarily represents revenue associated with reporting periods prior to the execution of the license agreement, while "recurring revenue" represents revenue associated with reporting periods beginning with the execution of the license agreement. For static fixed-fee license agreements, we typically classify the associated revenue as catch-up revenues.

Business

InterDigital, Inc. ("InterDigital") is a global research and development company focused primarily on wireless, video, artificial intelligence ("AI"), and related technologies. We design and develop foundational technologies that enable connected, immersive experiences in a broad range of communications and entertainment products and services. We license our innovations worldwide to companies providing such products and services, including makers of wireless communications devices, consumer electronics, IoT devices, cars and other motor vehicles and providers of cloud-based services such as video streaming. As a leader in wireless technology, our engineers have designed and developed a wide range of innovations that are used in wireless products and networks, from the earliest digital cellular systems to 5G and today's most advanced Wi-Fi technologies. We are also a leader in video processing and video encoding/decoding technology, with a significant AI research effort that intersects with both wireless and video technologies.

InterDigital is one of the largest pure research and development and licensing companies in the world, with one of the most significant patent portfolios of fundamental wireless and video technologies. As of December 31, 2023, InterDigital's wholly owned subsidiaries held a portfolio of more than 30,000 patents and patent applications related to wireless communications, video coding, display technology, and other areas relevant to communications and entertainment products and services. Our portfolio includes numerous patents and patent applications that we believe are or may be essential to existing standards, or may become essential to future standards, established by many Standards Development Organizations ("SDOs"). We have contributed technology to wireless standards including the 3G, 4G, and 5G cellular standards and the IEEE 802 suite of standards. We have contributed technology to video standards including standards established by ISO/IEC Moving Picture Expert Group (MPEG), the ITU-T Video Coding Expert Group (VCEG), the Joint Collaborative Team on Video Coding (JCT-VC) and the Joint Video Expert Team (JVET), among others.

Our wireless portfolio has largely been built through internal development, supplemented by joint development projects with other companies, and select acquisitions of patents and companies. Our video technology portfolio combines patents and applications that InterDigital obtained through the acquisitions of the patent licensing business and research and innovation unit of visual technology industry leader Technicolor SA and patents and applications created by internal development. Our patented inventions have been implemented in a wide variety of products, including smartphones, other wireless communication devices and infrastructure equipment, such as tablets, and base stations, consumer electronics and Internet of Things ("IoT") products, such as televisions, laptops, gaming consoles, set-top boxes, streaming devices and connected automobiles. In addition, our patented inventions have been implemented in a wide variety of services, such as video streaming and other cloud-based services.

Revenue

In 2023, 2022, and 2021, our total revenues were $549.6 million, $457.8 million, and $425.4 million, respectively. Our recurring revenues in 2023, 2022 and 2021 were $408.4 million, $403.9 million, and $351.7 million, respectively. In 2023, 2022, and 2021, we recognized $141.2 million, $53.9 million and $73.7 million, respectively, of catch-up revenues as more fully discussed below. In 2023, fixed-fee royalties accounted for 89% of our recurring revenues. These fixed-fee revenues are not affected by the related licensees' success in the market or the general economic climate. The majority of the remaining portion of our recurring revenue was variable in nature due to the per-unit structure of the related license agreements.

The Company considers Smartphone and CE, Auto/IoT as the groupings that best reflect the Company's core licensing programs. The Smartphone revenue grouping consists primarily of smartphones and also includes other wireless communication devices and infrastructure equipment, such as tablets, and base stations. The CE, IoT/Auto revenue grouping consists of consumer electronics and IoT products, such as televisions, laptops, gaming consoles, set-top boxes, streaming devices, and connected automobiles.

New Agreements

During 2023, we entered into eight patent license agreements as discussed below.

Direct Licenses

In 2023, we signed a multi-year, worldwide, non-exclusive, royalty bearing license with Lenovo, covering InterDigital's HEVC patents (the "Lenovo HEVC PLA"). The new license resolved all related HEVC litigation at the time. We also entered into a multi-year, worldwide, non-exclusive, royalty bearing license with TCL Communication Technology Holdings, Ltd. covering InterDigital's portfolio of 3G and 4G patents.

In 2023, we also entered into five other licenses covering digital televisions, set-top boxes, and/or video patents, including licenses with Humax Co., Ltd., Alps Alpine Co., Ltd., Panasonic Entertainment & Communication Co., LTD., and Funai Electronic Co., LTD.

Other Licensing Activities

On March 16, 2023, the UK's High Court handed down its judgment in the Company's licensing dispute with Lenovo. The Court ruled that Lenovo should pay a total of $138.7 million for a license to InterDigital's portfolio of 3G, 4G and 5G patents, including past sales. On June 27, 2023, we were awarded an additional $46.2 million, increasing the total Lenovo must pay for a cellular patent license through 2023 to $184.9 million. During 2023, we recognized a total of $150.1 million of revenue from Lenovo, including amounts received under the Lenovo HEVC PLA. The Company will defer recognizing any additional revenue related to the UK proceedings until the appeal process progresses.

Samsung TV Agreement

In January 2024, we signed a new patent license agreement with Samsung Electronics. The agreement licenses Samsung's digital TVs and computer display monitors under InterDigital's joint licensing program with Sony and includes licenses to key technologies including ATSC 3.0, as well as licenses under InterDigital's patents including HEVC, VVC and Wi-Fi. No revenues or revenue share costs associated with this patent license agreement were recognized in 2023.

Expiration of License Agreements

Our patent license agreements with a number of licensees that expired between January 1, 2023 and December 31, 2023 have not yet been renewed. These patent license agreements, including with Huawei and the Lenovo cellular license resulting from the UK proceedings, contributed $59.5 million of recurring revenues in 2023.

Seven of our revenue generating patent license agreements were scheduled to expire during 2024, of which two agreements were renewed during 2023. Collectively, the five expiring agreements not yet renewed accounted for $17.6 million, or approximately 4%, of recurring revenues in 2023.

We are actively working to renew these agreements on terms consistent with the licensees' respective market positions and utilization of our technology.

Intellectual Property Rights Enforcement

If we believe a party is required to license our patents in order to manufacture, use and/or sell certain products or services and such party refuses to do so, we typically offer such party to have royalty rates, or other terms, set by third party adjudicators (such as arbitrators). If the party refuses that offer and we believe they are unwilling to agree to a patent license on a fair, reasonable and non-discriminatory basis, we may have no other viable recourse but to institute legal action against them to enforce our patent rights. This legal action has typically taken the form of a patent infringement lawsuit or an administrative proceeding. In addition, we and our licensees, in the normal course of business, might seek to resolve disagreements as to the rights and obligations of the parties under the applicable license agreement through arbitration or litigation. Such legal actions ultimately may be decided by the presiding court, third party adjudicator, or a negotiated resolution between the parties.

In 2019, we were engaged in litigation with ZTE, Huawei, and Lenovo. During 2020, we filed patent infringement actions against Xiaomi. We negotiated resolutions to the matters involving ZTE, Huawei and Xiaomi in October 2019, April 2020 and July 2021, respectively, and resolution with Lenovo on our HEVC patents in September 2023. Other open matters with Lenovo continue to proceed. During 2021, we filed patent infringement actions against Oppo, OnePlus and realme, which proceedings are ongoing. During 2022, we agreed to have a panel of arbitrators establish the royalties to be paid by Samsung Electronics for a worldwide license to certain of the Company's patents, as well as any other terms to a patent license agreement on which the parties are not able to agree, and the arbitration proceeding is ongoing.

The matters are more fully discussed in Note 12, "*Litigation and Legal Proceedings*," to the Notes to Consolidated Financial Statements included below in Part II, Item 8 of this Form 10-K. We filed these actions, other than our arbitration with Samsung, after lengthy periods of negotiation and after the refusal of our counterparties to accept our various proposals to them, including our proposals to have a third party adjudicator set a royalty rate and resolve certain other terms upon which we could not mutually agree.

In 2023, our intellectual property enforcement costs increased to $48.8 million, from $44.4 million and $34.3 million in 2022 and 2021, respectively. These costs represented 61% of our total licensing costs of $79.4 million in 2023. Intellectual property enforcement costs will vary depending upon activity levels, and it is likely they will continue to be a significant expense for us in the future.

Cash and Short-Term Investments

As of December 31, 2023, we had $1.0 billion of cash, restricted cash, and short-term investments and an additional $1.2 billion of cash payments due under contracted fixed price agreements, which includes our conservative estimates of the minimum cash receipts that we expect to receive under the wireless patent license agreement with Samsung.

89% of our recurring revenue comes from fixed-fee royalties. Such agreements often have prescribed payment schedules that are uneven and sometimes front-loaded, resulting in timing differences between when we collect the cash payments and recognize the related revenue.

The following table reconciles the timing differences between cash receipts and recognized revenue on a quarterly basis for each of the last three years, including the resulting operating cash flow (in thousands):

	2023				
Cash vs. Non-cash revenue:	**Q1**	**Q2**	**Q3**	**Q4**	**Total**
Fixed fee cash receipts [a]	$ 24,669	$ 9,406	$ 368,608	$ 30,185	$ 432,868
Other cash receipts [b]	19,972	11,160	3,684	18,649	53,465
Decrease (increase) in deferred revenue	42,766	38,641	(77,474)	45,243	49,176
Increase (decrease) in receivables	90,856	92,756	(167,222)	47,720	64,110
Other	24,110	(50,372)	12,510	(36,279)	(50,031)
Total Revenue	$ 202,373	$ 101,591	$ 140,106	$ 105,518	$ 549,588
Net cash (used in) provided by operating activities	$ (27,852)	$ (45,440)	$ 310,610	$ (23,585)	$ 213,733

	2022				
Cash vs. Non-cash revenue:	**Q1**	**Q2**	**Q3**	**Q4**	**Total**
Fixed fee cash receipts [a]	$ 43,803	$ 3,339	$ 26,662	$ 384,252	$ 458,056
Other cash receipts [b]	8,592	16,620	6,403	20,154	51,769
Decrease (increase) in deferred revenue	50,741	76,959	(274,034)	60,931	(85,403)
Increase (decrease) in receivables	(7,475)	25,163	354,242	(349,861)	22,069
Other	5,657	2,576	1,491	1,579	11,303
Total Revenue	$ 101,318	$ 124,657	$ 114,764	$ 117,055	$ 457,794
Net cash (used in) provided by operating activities	$ (17,972)	$ (33,768)	$ (18,729)	$ 356,508	$ 286,039

	2021				
Cash vs. Non-cash revenue:	**Q1**	**Q2**	**Q3**	**Q4**	**Total**
Fixed fee cash receipts [a]	$ 47,312	$ 3,050	$ 143,050	$ 123,050	$ 316,462
Other cash receipts [b]	10,676	17,808	7,739	15,556	51,779
Decrease (increase) in deferred revenue	23,429	63,230	(150,703)	80,912	16,868
Increase (decrease) in receivables	(3,507)	(499)	129,655	(110,546)	15,103
Other	4,453	4,146	13,755	2,843	25,197
Total Revenue	$ 82,363	$ 87,735	$ 143,496	$ 111,815	$ 425,409
Net cash (used in) provided by operating activities	$ (9,842)	$ (27,259)	$ 96,264	$ 71,229	$ 130,392

(a) Fixed fee cash receipts are comprised of cash receipts from Dynamic Fixed-Fee Agreement royalties, including the associated catch-up revenues.

(b) Other cash receipts are primarily comprised of cash receipts related to our variable patent royalty revenue and catch-up revenues.

When we collect payments on a front-loaded basis, we recognize a deferred revenue liability equal to the cash received and accounts receivable recorded which relate to revenue expected to be recognized in future periods. That liability is then reduced as we recognize revenue over the balance of the agreement. The following table shows the projected amortization of our current and long term deferred revenue as of December 31, 2023 (in thousands):

	Deferred Revenue
2024	$ 153,597
2025	129,022
2026	78,777
2027	12,450
2028	1,141
Thereafter	2,476
Total	$ 377,463

Return of Capital

In June 2014, our Board of Directors authorized a $300 million share repurchase program (the “Share Repurchase Program”). Subsequently our Board of Directors authorized five $100 million increases to the program, an additional $333 million in December 2022, and an additional $235 million in December 2023, bringing the total amount of the Share Repurchase Program to nearly $1.4 billion. Since 2014, we have repurchased $1.1 billion of shares at an average price of $58.36, adjusted for dividends. This amount includes the $199.9 million, excluding fees, expenses and excise tax, repurchased as part of the modified “Dutch auction” tender offer in 2023. As of December 31, 2023, there was $296.3 million remaining under the Share Repurchase Program authorization.

Since January 2014, we have paid $394.4 million in dividends, bringing our total return of capital over the last ten years to nearly $1.5 billion.

The table below sets forth the total number of shares repurchased and the dollar value of shares repurchased under the Share Repurchase Program, cash dividends on outstanding common stock declared, and the total capital returned to our shareholders (in thousands):

	Share Repurchase Program		Cash Dividends Declared		Total Capital Returned to Shareholders
	# of Shares	Value	Per Share	Value	
2023	4,411	$ 339,704	$ 1.50	$ 39,296	$ 379,000
2022	1,224	74,445	1.40	41,949	116,394
2021	458	30,000	1.40	43,041	73,041
2020	6	349	1.40	43,111	43,460
2019	2,962	196,269	1.40	43,718	239,987
2018	1,478	110,505	1.40	47,922	158,427
2017	107	7,693	1.30	45,122	52,815
2016	1,304	64,685	1.00	34,359	99,044
2015	1,836	96,410	0.80	28,726	125,136
2014	3,554	152,625	0.70	27,153	179,778
Total	17,340	$ 1,072,685	$ 12.30	$ 394,397	$ 1,467,082

Restructuring Activities

On June 10, 2021, we announced that, as a result of a strategic review of our research and innovation priorities, we commenced the process of a collective economic layoff in which we proposed a reduction in force of our research and innovation unit. Additionally, in October 2021, we expanded our restructuring efforts to include general and administrative functions largely centered in the U.S.

During 2023, we did not recognize any restructuring expenses and the Company considers the plan to be complete.

Impact of Macroeconomic and Geopolitical Factors

We have been actively monitoring the impact of the current macroeconomic environment in the U.S. and globally characterized by inflation, supply chain issues, rising interest rates, labor shortages, and the potential for a recession. These market factors, as well as the impacts of the COVID-19 pandemic and the Ukraine-Russia and Israel-Hamas conflicts, have not had a material impact on our business to date. However, if these conditions continue or worsen, they could have an adverse effect on our operating results and our financial condition.

Comparability of Financial Results

When comparing our 2023 financial results against the financial results of other periods, the following items should be taken into consideration:

Revenue

- Our 2023 revenue includes $141.2 million of catch-up revenues primarily related to the two Lenovo agreements entered into in 2023.

Operating Expenses

- In 2023, we incurred a $7.5 million charge for a net litigation fee reimbursement associated with the Lenovo proceedings. See Note 12, " *Litigation and Legal Proceedings*," within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for more information on this matter.
- In 2023, we incurred $3.0 million of nonrecurring share-based compensation costs driven by licensing successes.
- In 2023, we incurred a $2.5 million impairment on Convida's sale of a portion of its patent portfolio.

Non-Operating Income (Expense), Net

- In 2023, we recognized $10.4 million of gains resulting from observable price changes of our long-term strategic investments, which was included within " *Other income (expense), net*" in the consolidated statement of income.
- In 2023, we recognized a $4.0 million reduction to interest expense due to a change in estimate of our Technicolor Patent Acquisition Long-Term Debt, which was included within "*Interest expense*" in the consolidated statement of income. For more information regarding this arrangement, refer to Note 10, " *Obligations*," to the Notes to Consolidated Financial Statements included below in Part II, Item 8 of this Form 10-K.

Income Tax Provision

- In 2023, we recognized a $11.7 million tax benefit resulting from the release of a valuation allowance from certain foreign jurisdictions and interest due on a federal refund.

Critical Accounting Policies and Estimates

Our consolidated financial statements are based on the selection and application of GAAP, which require us to make estimates and assumptions that affect the amounts reported in both our consolidated financial statements and the accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results could differ from these estimates and any such differences may be material to the financial statements. Our significant accounting policies are described in Note 2, "*Summary of Significant Accounting Policies and New Accounting Guidance* " within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K. We believe the accounting policies that are of particular importance to the portrayal of our financial condition and results and that may involve a higher degree of complexity and judgment in their application compared to others are those relating to revenue recognition, compensation, and income taxes. If different assumptions were made or different conditions existed, our financial results could have been materially different.

Revenue Recognition

We derive the vast majority of our revenue from patent licensing. The timing and amount of revenue recognized from each licensee depend upon a variety of factors, including the specific terms of each agreement and the nature of the deliverables and obligations. Such agreements are often complex and include multiple performance obligations. These agreements can include, without limitation, performance obligations related to the settlement of past patent infringement liabilities, patent and/or know-how licensing royalties on covered products sold by licensees, access to a portfolio of technology as it exists at a point in time, and access to a portfolio of technology at a point in time along with promises to provide any technology updates to the portfolio during the term.

In accordance with US GAAP, we use a five-step model to achieve the core underlying principle that an entity should recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. These steps include (1) identifying the contract with the customer, (2) identifying the performance obligations, (3) determining the transaction price, (4) allocating the transaction price to the performance obligations, and (5) recognizing revenue as the entity satisfies the performance obligation(s). Additionally, we have elected to utilize certain practical expedients in the application of ASC 606. In evaluating the presence of a significant financing component in our agreements, we utilize the practical expedient to exclude any contracts wherein the gap between payment by our customers and the delivery of our performance obligation is less than one year. We have also elected to utilize the practical expedient related to costs of obtaining a contract where an entity may recognize the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity otherwise would have recognized is one year or less. Timing of revenue recognition may differ significantly from the timing of invoicing to customers. Contract assets are included in accounts receivable and represent unbilled amounts expected to be received from customers in future periods, where the revenue recognized to date exceeds the amount billed, and right to payment is subject to the underlying contractual terms. Contract assets are classified as long-term assets if the payments are expected to be received more than one year from the reporting date. Contract assets due within less than twelve months of the balance sheet date are included within accounts receivable in our consolidated balance sheets. Contract assets due more than twelve months after the balance sheet date are included within other non-current assets.

For certain patent license agreements or other contractual arrangements, the amount of consideration that we will receive is uncertain. In such cases, we estimate and recognize licensing revenues only when we have a contract, as defined in the revenue recognition guidance. Such estimates are only recognized to the extent it is probable that a significant reversal of cumulative revenues recognized will not occur. We analyze the risk of a significant revenue reversal considering both the likelihood and magnitude of the reversal and, if necessary, constrain the amount of estimated revenues in order to mitigate this risk, which may result in recognizing revenues less than amounts we expect we are most likely to receive. These aforementioned estimates may require significant judgment.

Patent License Agreements

Upon signing a patent license agreement, we provide the licensee permission to use our patented inventions in specific applications. We account for patent license agreements in accordance with the guidance indicated above.

Certain patent license agreements contain revenue from non-financial sources in the form of patents received from the customer. Under our patent license agreements, we typically receive one or a combination of the following forms of payment as consideration for permitting our licensees to use our patented inventions in their applications and products.

Consideration for Past Patent Royalties

Consideration related to a licensee's product sales from prior periods may result from a negotiated agreement with a licensee that utilized our patented inventions prior to signing a patent license agreement with us or from the resolution of a disagreement or arbitration with a licensee over the specific terms of an existing license agreement. We may also receive consideration for past patent royalties in connection with the settlement of patent litigation where there was no prior patent license agreement. In each of these cases, we record the consideration as revenue as prescribed by the five-step model.

Fixed-Fee Agreements

Fixed-fee license agreements include fixed, non-refundable royalty payments that fulfill the licensee's obligations to us under a patent license agreement for a specified time period or for the term of the agreement for specified products, under certain patents or patent claims, for sales in certain countries, or a combination thereof - in each case for a specified time period (including for the life of the patents licensed under the agreement).

Dynamic fixed-fee license agreements contain a single performance obligation that represents ongoing access to a portfolio of technology over the license term, since our promise to transfer to the licensee access to the portfolio as it exists at inception of the license, along with promises to provide any technology updates to the portfolio during the term, are not separately identifiable. Upon entering a new agreement, we allocate the transaction price to the performance obligations delivered at signing (e.g. our existing patent portfolio) and future performance obligations (e.g. the technology updates). We use a time-based input method of progress to determine the timing of revenue recognition, and as such we recognize the future deliverables on a straight-line basis over the term of the agreement. We utilize the straight-line method as we believe that it best depicts efforts expended to develop and transfer updates to the customer evenly throughout the term of the agreement.

Static fixed-fee license agreements are fixed-price contracts that generally do not include updates to technology we create after the inception of the license agreement or in which the customer does not stand to substantively benefit from those updates during the term. Although we have few static fixed-fee license agreements, we generally satisfy our performance obligations under such agreements at contract signing, and, as such, revenue is recognized at that time.

Variable Agreements

Upon entering a new variable patent license agreement, the licensee typically agrees to pay royalties or license fees on licensed products sold during the term of the agreement. We utilize the sales- or usage- based royalty exception for these agreements and recognize revenues during the contract term when the underlying sale or usage occurs. Our licensees under variable agreements provide us with quarterly royalty reports that summarize their sales of covered products and their related royalty obligations to us. We typically receive these royalty reports subsequent to the period in which our licensees' underlying sales occurred. As a result, we are required to estimate revenues and recognize sales-based royalties on such licensed products in the period in which the associated sales occur, considering all relevant information (historical, current and forecasted) that is reasonably available to us. Estimating licensees' quarterly royalties prior to receiving the royalty reports requires us to make assumptions and judgments related to forecasted trends and growth rates used to estimate our licensees' sales, which could have an impact on the amount of revenue we report on a quarterly basis. As a result of recognizing revenues in the period in which the licensees' sales occur using estimates, adjustments to revenues are required in subsequent periods to reflect changes in estimates as new information becomes available, primarily resulting from actual amounts reported by our licensees.

Agreements with Multiple Performance Obligations

During 2023, we signed two new fixed-fee agreements that had multiple performance obligations. Consistent with the revenue recognition policies disclosed above, we (1) identified the contract with the customer, (2) identified the performance obligations, (3) determined the transaction price, (4) allocated the transaction price to the performance obligations, and (5) recognized revenue as we satisfy the performance obligations. We allocated the transaction price to each performance obligation for accounting purposes using our best estimate of the term and value. The process for determining the value of the standalone selling prices of identified performance obligations in dynamic fixed-fee license agreements requires the exercise of significant judgment when evaluating the valuation methods and assumptions, including the assumed royalty rates, projected sales volumes, discount rate, identification of comparable market transactions which are not directly observable and other relevant factors. Changes in any of a number of these assumptions could have had a substantial impact on the relative fair value assigned to each performance obligation for accounting purposes. These inputs and assumptions represent management's best estimates at the time of the transaction.

The impact that a five percent change in the aggregate amount allocated to past patent royalties under these agreements would have had on 2023 revenue is summarized in the following table (in thousands):

	Change in amount allocated	
Allocation to past patent royalties	**+5%**	**-%5**
Change in Revenue	$ 3,887	$ (3,887)

Revenue from Non-financial Sources

During 2023, 2022 and 2021, approximately 3%, 4% and 5%, respectively, of our total revenue was based on the estimated fair value of patents. The process for determining the value of revenue from non-financial sources requires estimating the fair value of patents received. We estimated the fair value of the patents in the above transactions using one of, or a combination of, an analysis of comparable market transactions (the market approach), a discounted cash flow analysis (the income approach) and/or by quantifying the amount of money required to replace the future service capability of the assets (the cost approach). For the market approach, judgment was applied as to which market transactions were most comparable to the transaction. For the income approach, the inputs and assumptions used to develop these estimates were based on a market participant perspective and included estimates of projected royalties, discount rates, economic lives and income tax rates, among others. For the cost approach, we utilized the historical cost of assets of similar technologies to determine the estimated replacement cost, including research, development, testing and patent application fees. The development of a number of these inputs and assumptions requires a significant amount of management judgment and is based upon a number of factors, including identification of comparable market transactions, assumed royalty rates, projected sales volumes, economic lives of the patents and other relevant factors. Changes in any of a number of these assumptions could have had a substantial impact on the fair value assigned to the patents for accounting purposes. These inputs and assumptions represent management's best estimates at the time of the transaction.

The impact that a five-percent change in the estimated aggregate value of the patents acquired would have had on 2023 revenue, patent amortization and pre-tax income is summarized in the following table (in thousands):

	Change in estimate	
Estimated value of patents acquired in connection with PLAs	**+5%**	**-5%**
Revenue	$ 730	$ (730)
Less: Patent amortization	841	(841)
Pre-tax income	$ (111)	$ 111

Compensation Programs

We use a variety of compensation programs to attract, retain and motivate our employees, and to align employee compensation more closely with company performance. These programs include, but are not limited to, short-term incentives tied to performance goals, cash awards to inventors for filed patent applications and patent issuances, and long-term incentives in the form of stock option awards, time-based restricted stock unit (“RSU”) awards, performance-based RSU awards and cash awards, noting equity awards are granted pursuant to the terms and conditions of our Equity Plans (as defined within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K). Our long-term incentives, including equity awards, typically include annual equity or cash award grants with three to five year vesting periods; as a result, in any one year, we are typically accounting for at least three active cycles.

The aggregate amount of performance compensation expense we record in a period, under both short-term and long-term incentive compensation programs, requires the input of subjective assumptions and is a function of our estimated progress toward performance goals at both the beginning and the end of the period. Our estimated progress toward goals under performance equity grants is based on meeting a minimum confidence level of achievement in accordance with accounting rules for share-based compensation. Due to the binary nature of patent license agreements, performance awards with milestone goals are typically not expensed until the goal has been achieved. Achievement rates can vary by performance cycle and from period to period, resulting in variability in our compensation expense.

We account for compensation costs associated with share-based compensation based on the fair value of the instruments issued. The estimated value of stock options includes assumptions around expected life, stock volatility and dividends. For stock options considered to be “plain vanilla” options, the Company estimates the expected term based on the simplified method as prescribed by Staff Accounting Bulletin Topic 14. The simplified method was used because the Company does not believe it has sufficient historical exercise data to provide a reasonable basis for the expected term of its grants. In all periods, our policy has been to set the value of RSUs awards equal to the value of our underlying common stock on the date of measurement. For grants with graded vesting, we amortize the associated unrecognized compensation cost using an accelerated method. For grants that cliff vest, we amortize the associated unrecognized compensation cost on a straight-line basis over their vesting term. For awards containing performance conditions, we recognize compensation expense ratably over the vesting period when it is probable that the stated performance targets will be achieved and record cumulative adjustments in the period in which estimates change.

In the event of canceled awards, we adjust compensation expense recognized to date as they occur. Tax windfalls and shortfalls related to the tax effects of employee share-based compensation are included in our tax provision. On the consolidated statements of cash flows, tax windfalls and shortfalls related to employee share-based compensation awards are included within operating activities and cash paid to tax authorities for shares withheld are included within financing activities. The inclusion of windfalls and shortfalls in the tax provision could increase our earnings volatility between periods. Tax windfalls and shortfalls related to share-based compensation was windfalls of $3.1 million and $0.8 million for the years ended 2023 and 2021, respectively, and shortfalls for the year ended 2022 of $0.4 million.

The below table summarizes our supplemental compensation expense for 2023, 2022 and 2021, in thousands:

	2023	2022	2021
Short-term incentive compensation	$ 19,780	$ 24,341	$ 18,820
Time-based awards [(a)]	26,426	15,422	12,490
Performance-based awards [(a)]	10,035	8,155	17,933
Total supplemental compensation expense	$ 56,241	$ 47,918	$ 49,243

(a) For 2023, 2022 and 2021, approximately 3%, 8%, and 7%, respectively, of the aggregate expense associated with time-based and performance-based awards related to cash awards.

Income Taxes

Income taxes are accounted for under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the consolidated statement of income in the period in which the change was enacted. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets if management has determined that it is more likely than not that such assets will not be realized.

In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. We are subject to examinations by the U.S. IRS and other taxing jurisdictions on various tax matters, including challenges to various positions we assert in our filings. In the event that the IRS or another taxing jurisdiction levies an assessment in the future, it is possible the assessment could have a material adverse effect on our consolidated financial condition or results of operations.

The financial statement recognition of the benefit for an uncertain tax position is dependent upon the benefit being more likely than not to be sustainable upon audit by the applicable tax authority. If this threshold is met, the tax benefit is then measured and recognized at the largest amount that is greater than 50 percent likely of being realized upon ultimate settlement. In the event that the IRS or another taxing jurisdiction levies an assessment in the future, it is possible the assessment could have a material adverse effect on our consolidated financial condition or results of operations.

Between 2014 and 2023, we paid approximately $138.1 million in foreign taxes to foreign governments that have tax treaties with the U.S., for which we have claimed foreign tax credits against our U.S. tax obligations, and for which the tax treaty procedures are still open. It is possible that as a result of tax treaty procedures, the U.S. government may reach an agreement with the related foreign governments that will result in a partial refund of foreign taxes paid with a related reduction in our foreign tax credits. Due to foreign currency fluctuations, any such agreement could result in foreign currency gain or loss. If the matter had been resolved as of December 31, 2023, we would have recognized a loss up to $13.8 million based on exchange rates and prior competent authority resolutions.

On November 8, 2019, the Company received notification that its request for competent authority pertaining to Article 25 (Mutual Agreement Procedure) of the United States-Republic of Finland Income Tax Convention had been reviewed by the IRS and an agreement has been reached (the "Finland Competent Authority Proceeding"). As a result of this agreement, the Company does not anticipate any tax consequences.

New Accounting Guidance

Refer to Note 2, "*Summary of Significant Accounting Policies and New Accounting Guidance* " within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for a discussion of recently issued accounting guidance.

Legal Proceedings

We are routinely involved in disputes associated with enforcement and licensing activities regarding our intellectual property, including litigations, arbitrations and other proceedings. These litigations, arbitrations and other proceedings are important means to enforce our intellectual property rights. We are a party to other disputes and legal actions not related to our intellectual property, but also arising in the ordinary course of our business. Refer to Note 12, "*Litigation and Legal Proceedings*," to the Notes to Consolidated Financial Statements included below in Part II, Item 8 of this Form 10-K for a description of our material legal proceedings.

FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of liquidity are cash, cash equivalents and short-term investments, as well as cash generated from operations. We believe we have the ability to obtain additional liquidity through debt and equity financings. From time to time, we may engage in a variety of transactions to augment our liquidity position as our business dictates and to take advantage of favorable interest rate environments or other market conditions, including the incurrence or issuance of debt and the refinancing or restructuring of existing debt. Based on our past performance and current expectations, we believe our available sources of funds, including cash, cash equivalents and short-term investments and cash generated from our operations, will be sufficient to finance our operations, capital requirements, debt obligations, existing stock repurchase program, dividend program, and other contractual obligations discussed below in both the short-term over the next twelve months, and the long-term beyond twelve months.

Cash, cash equivalents, restricted cash, and short-term investments

As of December 31, 2023 and December 31, 2022, we had the following amounts of cash, cash equivalents, restricted cash, and short-term investments (in thousands):

	December 31, 2023	December 31, 2022	Increase / (Decrease)
Cash and cash equivalents	$ 437,076	$ 693,479	$ (256,403)
Restricted cash included within prepaid and other current assets	5,885	9,682	(3,797)
Short-term investments	569,280	508,298	60,982
Total cash, cash equivalents, restricted cash, and short-term investments	$ 1,012,241	$ 1,211,459	$ (199,218)

The net decrease in cash, cash equivalents, restricted cash, and short-term investments was attributable to cash used in financing activities of $388.8 million and cash used in investing activities of $46.5 million, excluding sales and purchases of short-term investments, partially offset by cash provided by operating activities of $213.7 million. Refer to the sections below for further discussion of these items.

Cash flows from operations

We generated the following cash flows from our operating activities in 2023 and 2022 (in thousands):

	For the Year Ended December 31,		
	2023	2022	Increase / (Decrease)
Cash flows provided by operating activities	$ 213,733	$ 286,039	$ (72,306)

Our cash flows provided by operating activities are principally derived from cash receipts from patent license agreements, offset by cash operating expenses and income tax payments. The $72.3 million change in net cash provided by operating activities was driven by higher cash outflows related to tax payments made in 2023 and an increase in cash operating expenses. Cash receipts decreased largely due to timing of cash receipts under existing agreements. The table below sets forth the significant items comprising our cash flows provided by operating activities during the years ended December 31, 2023 and 2022 (in thousands):

	For the Year Ended December 31,		
	2023	2022	Increase / (Decrease)
Total Cash Receipts	$ 486,333	$ 509,825	$ (23,492)
Cash Outflows:			
Cash operating expenses [(a)]	(211,525)	(204,153)	(7,372)
Income taxes paid [(b)]	(59,202)	(6,805)	(52,397)
Total cash outflows	(270,727)	(210,958)	(59,769)
Other working capital adjustments	(1,873)	(12,828)	10,955
Cash flows provided by operating activities	$ 213,733	$ 286,039	$ (72,306)

(a) Cash operating expenses include operating expenses less depreciation of fixed assets, amortization of patents, and non-cash compensation.

(b) Income taxes paid include foreign withholding taxes.

Cash provided by or used in investing and financing activities

Net cash used in investing activities in 2023 was $85.2 million, a $229.5 million change from $314.7 million in 2022. During 2023, we purchased $38.7 million of short-term marketable securities, net of sales, and capitalized $44.6 million of patent costs and property and equipment purchases. During 2022, we purchased $272.0 million of short-term marketable securities, net of sales, and capitalized $42.8 million of patent costs and property and equipment purchases.

Net cash used in financing activities for 2023 was $388.8 million, a $407.4 million change from net cash provided by financing activities of $18.6 million in 2022. This change was primarily attributable to a $265.3 million increase in share repurchases in 2023 compared to 2022, of which $203.4 million was related to the Company's modified "Dutch auction" tender offer in 2023. The change was also due to net proceeds of $138.9 million from the debt refinancing in 2022.

Other

Our combined short-term and long-term deferred revenue balance at December 31, 2023 was $377.5 million, a decrease of $49.2 million from December 31, 2022. Based on current license agreements, we expect the amortization of dynamic fixed-fee royalty payments to reduce the December 31, 2023 deferred revenue balance by $153.6 million over the next twelve months.

Convertible Notes

Refer to Note 10, "*Obligations*" within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for definitions of capitalized terms used below.

Our 2027 and 2024 Notes, which for purposes of this discussion are also referred to as the "Convertible Notes", are included in the dilutive earnings per share calculation using the if-converted method. Under the if-converted method, we must assume that conversion of convertible securities occurs at the beginning of the reporting period. The Convertible Notes are convertible into cash up to the aggregate principal amount of the Convertible Notes to be converted and any remaining obligation may be settled in cash, shares of the Company’s common stock or a combination thereof. As the principal amount must be paid in cash and only the conversion spread is settled in shares, we only include the net number of incremental shares that would be issued upon conversion. We must calculate the number of shares of our common stock issuable under the terms of the Convertible Notes based on the average market price of our common stock during the applicable reporting period and include that number in the total diluted shares figure for the period.

At the time we issued the Convertible Notes, we entered into the 2027 Call Spread Transactions and 2024 Call Spread Transactions that together were designed to have the economic effect of reducing the net number of shares that will be issued in the event of conversion of the Convertible Notes by, in effect, increasing the conversion price of the Convertible Notes from our economic standpoint. However, under GAAP, since the impact of the 2027 Note Hedge Transactions and 2024 Note Hedge Transactions (together, the "Note Hedge Transactions") is anti-dilutive, we exclude from the calculation of fully diluted shares the number of shares of our common stock that we would receive from the counterparties to these agreements upon settlement.

During periods in which the average market price of our common stock is above the applicable conversion price of the Convertible Notes ($77.49 per share for the 2027 Notes and $81.29 per share for the 2024 Notes as of December 31, 2023) or above the weighted average strike price of the warrants ($106.35 per share for the 2027 Warrant Transactions and $109.43 per share for the 2024 Warrant Transactions as of December 31, 2023), the impact of conversion or exercise, as applicable, would be dilutive and such dilutive effect is reflected in diluted earnings per share. As a result, in periods where the average market price of our common stock is above the conversion price or strike price, as applicable, under the if-converted method, we calculate the number of shares issuable under the terms of the Convertible Notes and the warrants based on the average market price of the stock during the period, and include that number in the total diluted shares outstanding for the period.

Table of Contents

Under the if-converted method, changes in the price per share of our common stock can have a significant impact on the number of shares that we must include in the fully diluted earnings per share calculation. As described in Note 10, "*Obligations*" within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K, the Convertible Notes are convertible into cash up to the aggregate principal amount of the Convertible Notes to be converted and any remaining obligation may be in cash, shares of the Company's common stock or a combination thereof ("net share settlement"). Assuming net share settlement upon conversion, the following tables illustrate how, based on the $460.0 million aggregate principal amount of the 2027 Notes and the $126.2 million aggregate principal amount of the 2024 Notes outstanding as of December 31, 2023, and the approximately 5.9 million warrants related to the 2027 Notes and the 1.6 million warrants remaining related to the 2024 Notes, outstanding as of the same date, changes in our stock price would affect (i) the number of shares issuable upon conversion of the Convertible Notes, (ii) the number of shares issuable upon exercise of the warrants subject to the 2027 Warrant Transactions and 2024 Warrant Transactions (together, the "Warrant Transactions"), (iii) the number of additional shares deemed outstanding with respect to the Convertible Notes, after applying the if-converted method, for purposes of calculating diluted earnings per share ("Total If-Converted Method Incremental Shares"), (iv) the number of shares of our common stock deliverable to us upon settlement of the Note Hedge Transactions and (v) the number of shares issuable upon concurrent conversion of the Convertible Notes, exercise of the warrants subject to the Warrant Transactions, and settlement of the Note Hedge Transactions (in thousands):

	2027 Notes				
Market Price Per Share	**Shares Issuable Upon Conversion of the 2027 Notes**	**Shares Issuable Upon Exercise of the 2027 Warrant Transactions**	**Total Treasury Stock Method Incremental Shares**	**Shares Deliverable to InterDigital upon Settlement of the 2027 Note Hedge Transactions**	**Incremental Sh Issuable [(a)]**
$80	186	—	186	(186)	—
$85	524	—	524	(524)	—
$90	825	—	825	(825)	—
$95	1,094	—	1,094	(1,094)	—
$100	1,336	—	1,336	(1,336)	—
$105	1,555	—	1,555	(1,555)	—
$110	1,754	197	1,951	(1,754)	197
$115	1,936	446	2,382	(1,936)	446
$120	2,103	675	2,778	(2,103)	675
$125	2,256	886	3,142	(2,256)	886

	2024 Notes				
Market Price Per Share	**Shares Issuable Upon Conversion of the 2024 Notes**	**Shares Issuable Upon Exercise of the 2024 Warrant Transactions**	**Total Treasury Stock Method Incremental Shares**	**Shares Deliverable to InterDigital upon Settlement of the 2024 Note Hedge Transactions**	**Incremental Shares Issuable [(a)]**
$85	68	—	68	(68)	—
$90	150	—	150	(150)	—
$95	224	—	224	(224)	—
$100	290	—	290	(290)	—
$105	351	—	351	(351)	—
$110	405	8	413	(405)	8
$115	455	75	530	(455)	75
$120	501	137	638	(501)	137
$125	543	193	736	(543)	193
$130	582	246	828	(582)	246

(a) Represents incremental shares issuable upon concurrent conversion of convertible notes, exercise of warrants and settlement of the hedge agreements.

Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2023 (in thousands):

	Payments Due by Period				
	Total	Less Than 1 year	1-3 Years	3-5 Years	Thereafter
2024 and 2027 Notes [(a)]	$ 586,174	$ 126,174	$ —	$ 460,000	$ —
Contractual interest payments on the 2024 and 2027 Notes [(a)]	56,111	17,158	32,200	6,753	—
Operating lease obligations	25,804	4,290	8,561	7,525	5,428
Defined benefit plan obligations [(b)]	4,304	399	202	567	3,136
Purchase obligations [(c)]	11,255	11,255	—	—	—
Total contractual obligations	$ 683,648	$ 159,276	$ 40,963	$ 474,845	$ 8,564

(a) The table above represents the payment made on the maturity dates of the 2024 and 2027 Notes. From the period January 1, 2024 through March 31, 2024, the holders of the 2027 Notes have the right, but not the obligation, to convert any portion of the principal amount of the 2027 Notes. We will pay cash up to the aggregate principal amount of the 2027 Notes to be converted, if any, and will pay cash, shares of our Common Stock, or a combination of cash and shares of our Common Stock for any conversion obligation in excess of the aggregate principal amount being converted at our election. Refer to Note 10, “Obligations,” within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for details of our 2024 Notes and 2027 Notes.

(b) Refer to Note 11, "*Commitments*," within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for details of our defined benefit plan obligations. Estimated future benefit payments included above are through 2030.

(c) Purchase obligations consist of agreements to purchase goods and services that are legally binding on us, as well as accounts payable. Our consolidated balance sheet as of December 31, 2023 includes a $14.4 million non-current liability for uncertain tax positions. The future payments related to uncertain tax positions have not been presented in the table above due to the uncertainty of the amounts and timing of cash settlement with the taxing authorities.

As discussed above we believe our available sources of funds, including cash, cash equivalents and short-term investments and cash generated from our operations, will be sufficient to finance these contractual obligations discussed below in both the short-term over the next twelve month, and the long-term beyond twelve months.

As of December 31, 2023, we have recorded long-term debt of $29.0 million related to the Technicolor Patent Acquisition. Additionally, we are subject to a revenue-sharing arrangement with Technicolor resulting from the Technicolor Acquisitions. There is no liability associated with the revenue-share agreement at December 31, 2023, as there are no minimum or maximum payments under the revenue-sharing arrangement, and, except in certain circumstances, the arrangement continues through December 31, 2038. Refer to Note 10, "*Obligations*," within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for further information. Due to the uncertainty regarding the timing and amount of future payments related to these items, the amounts are excluded from the contractual obligations table above.

RESULTS OF OPERATIONS

2023 Compared with 2022

Revenues

The following table compares 2023 revenues to 2022 revenues (in thousands):

	For the Year Ended December 31,		Total Increase/(Decrease)	
	2023	2022		
Recurring revenues:				
Smartphone	$ 347,124	$ 351,064	$ (3,940)	(1) %
CE, IoT/Auto	59,858	51,717	8,141	16 %
Other	1,410	1,107	303	27 %
Total recurring revenues	408,392	403,888	4,504	1 %
Catch-up revenues [a]	141,196	53,906	87,290	162 %
Total revenues	$ 549,588	$ 457,794	$ 91,794	20 %

(a) Catch-up revenues are comprised of past patent royalties and revenues from static fixed-fee agreements.

Total revenues of $549.6 million increased 20% from $457.8 million in 2022 primarily due to catch-up revenues from the Lenovo cellular license resulting from the UK proceedings and the Lenovo HEVC PLA. Recurring revenues were relatively flat compared to 2022.

In 2023 and 2022, 76% and 60% of our total revenues were attributable to companies that individually accounted for 10% or more of our total revenues, respectively. In 2023 and 2022, the following licensees or customers accounted for 10% or more of our total revenues:

	For the Year Ended December 31,	
	2023	2022
Customer A	27%	—%
Customer B	24%	30%
Customer C	14%	17%
Customer D	11%	13%

Operating Expenses

The following table summarizes the change in operating expenses by category (in thousands):

	For the Year Ended December 31,			
	2023	2022	Increase/(Decrease)	
Research and portfolio development	$ 195,285	$ 185,202	$ 10,083	5 %
Licensing	79,397	71,419	7,978	11 %
General and administrative	53,291	47,377	5,914	12 %
Restructuring activities	—	3,280	(3,280)	(100) %
Total operating expenses	$ 327,973	$ 307,278	$ 20,695	7 %

Operating expenses increased 7% to $328.0 million in 2023 from $307.3 million in 2022. The $20.7 million increase in total operating expenses was primarily due to increases/(decreases) in the following items (in thousands):

	Increase/(Decrease)
Share-based compensation	$ 13,587
Net litigation fee reimbursement	7,537
Fair value changes of deferred compensation liability	4,968
Patent impairment	2,500
Intellectual property enforcement	(3,153)
Restructuring activities	(3,280)
Other	(1,464)
Total increase in operating expenses	$ 20,695

The $20.7 million increase in operating expenses was primarily due to a $13.6 million increase in share-based compensation costs driven by both higher accrual rates and higher award levels to non-executive employees and a $5.0 million increase from fair value changes of our deferred compensation liability, which was offset by a related gain recorded within "*Other income (expense), net*" on the investments that we hold under the plan. Additionally, 2023 included nonrecurring items, including a $7.5 million net litigation fee reimbursement primarily related to the Lenovo proceedings and a $2.5 million impairment on Convida's sale of a portion of its patent portfolio.

These increases were partially offset by a $3.2 million decrease in intellectual property enforcement costs primarily driven by decreased costs from the Lenovo proceedings, partially offset by an increase in costs from the Oppo proceedings, and a $3.3 million decrease in non-recurring restructuring activities recognized in 2022.

Research and portfolio development expense: Research and portfolio development expense increased by $10.1 million primarily resulting from the above-noted increases in share-based compensation, fair value changes of our deferred compensation liability, and Convida's sale of a portion of its patent portfolio.

Licensing expense: The $8.0 million increase in licensing expense primarily resulted from the above-noted litigation fee reimbursement, increases in share-based compensation, and fair value changes of our deferred compensation liability, partially offset by the decrease in intellectual property enforcement costs.

General and administrative expense: The $5.9 million increase in general and administrative expense was primarily driven by the above-noted increases in share-based compensation and fair value changes of our deferred compensation liability, partially offset by a decrease in short-term incentive compensation costs.

Restructuring Activities: Restructuring expenses associated with our overall restructuring plan decreased due to the plan being substantially complete in 2022. For more information on the restructuring activities refer to Note 20, "*Restructuring Activities*" within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

Non-Operating Income (Expense), Net

The following table compares 2023 non-operating income to 2022 non-operating expense (in thousands):

	For the Year Ended December 31,		Change	
	2023	2022		
Interest expense	$ (44,817)	$ (29,496)	$ (15,321)	(52)%
Interest and investment income	46,628	14,452	32,176	223 %
Loss on extinguishment of long-term debt	—	(11,190)	11,190	100 %
Other	11,184	(6,719)	17,903	266 %
Total non-operating income (expense), net	$ 12,995	$ (32,953)	$ 45,948	139 %

Interest expense increased $15.3 million primarily due to significant financing expense resulting from a previously announced patent license agreement and additional interest on the 2027 Notes that were issued during second quarter 2022. Additionally, we recognized a $4.0 million reduction to interest expense due to a change in estimate of our Technicolor Patent Acquisition Long-Term Debt resulting from updated estimated cash outflows owed under the arrangement. For more information regarding this arrangement, refer to Note 10, "*Obligations*," to the Notes to Consolidated Financial Statements included below in Part II, Item 8 of this Form 10-K.

The $32.2 million increase in interest and investment income was due to increased short-term investments made by the Company and market conditions driving higher yields from the short-term investments.

In 2022, we recognized a $11.2 million loss on extinguishment of long-term debt related to the partial repurchase of the 2024 Notes, as described further in Note 10, "*Obligations*" within the Notes to the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

The change in Other was primarily due to fair value adjustments of our investments and pension obligation resulting in $12.1 million of net gains in 2023, compared to $2.4 million of net losses in 2022 and due to a foreign currency translation net gain arising from euro translation of our foreign subsidiaries of $1.0 million in 2023, compared to $3.9 million foreign currency translation net loss in 2022.

Income Taxes

In 2023, based on the statutory federal tax rate net of discrete federal and state taxes, our effective tax rate is 10.0%, as compared to an effective tax of 21.7% in 2022. In both periods, the effective tax rate was impacted by losses in certain jurisdictions where the Company presently has recorded a valuation allowance against the related tax benefit. In addition, there was a reduction to the effective rate in 2023, of 4.2%, due to a partial release of valuation allowance in France due to higher projected income resulting from recently signed agreements, including with Samsung Electronics. Excluding the impact of valuation allowance, our effective tax rate would have been 12.4% and 19.3% in 2023 and 2022, respectively.

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 21E of the Exchange Act. Such statements include certain information in “Part I, Item 1. Business” and “Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations” and other information regarding our current beliefs, plans and expectations, including, without limitation, the matters set forth below. Words such as "believe," “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “forecast,” "goal," "could," "would," "should," "if," "may," "might," "future," "target," "trend," "seek to," "will continue," "predict," "likely," "in the event," variations of any such words or similar expressions contained herein are intended to identify such forward-looking statements. Forward-looking statements are made on the basis of management’s current views and assumptions and are not guarantees of future performance. Although the forward-looking statements in this Form 10-K reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements concerning our business, results of operations and financial condition are inherently subject to risks and uncertainties. We caution readers that actual results and outcomes could differ materially from those expressed in or anticipated by such forward-looking statements due to a variety of factors, including those set forth below:

- unanticipated delays, difficulties or accelerations in the execution of patent license agreements;
- the resolution of current legal proceedings, including any awards or judgments relating to such proceedings, additional or related legal proceedings, including appeals, changes in the schedules or costs associated with such proceedings or adverse rulings;
- our ability to leverage our strategic relationships and secure new patent license agreements on acceptable terms;
- our ability to enter into sales and/or licensing partnering arrangements for certain of our patent assets;
- our ability to expand our revenue opportunities by entering into licensing arrangements with video streaming and other cloud-based service providers;
- our ability to enter into partnerships with leading inventors and research organizations and identify and acquire technology and patent portfolios that align with our roadmap;
- our ability to commercialize our technologies and enter into customer agreements;
- the failure of the markets for our current or new technologies to materialize to the extent or at the rate that we expect;
- our continued ability to develop new technologies and secure new patents, including the risk of unexpected delays or difficulties related to the development of our technologies;
- risks associated with our capital allocation strategies, including risks associated with our planned dividend payments and share repurchases;
- changes in our interpretations of, and assumptions and calculations with respect to the impact on us of, the 2017 Tax Cuts and Jobs Act, as well as further guidance that may be issued regarding such act;
- risks related to the potential impact of new accounting standards on our financial position, results of operations or cash flows;
- failure to accurately forecast the impact of our restructuring activities on our financial statements and our business;
- the timing and impact of potential administrative and legislative matters;
- changes or inaccuracies in market projections;
- our ability to obtain liquidity through debt and equity financings;
- the potential effects that macroeconomic uncertainty could have on our financial position, results of operations and cash flows;
- impacts from acts of terrorism, war or political or civil unrest, or any responses thereto, in the United States or elsewhere;
- changes in our business strategy;
- changes or inaccuracies in our expectations with respect to royalty payments by our customers; and
- risks related to our assumptions and application of relevant accounting standards, including with respect to revenue recognition.

You should carefully consider these factors as well as the risks and uncertainties outlined in greater detail in Part I, Item 1A, of this Form 10-K before making any investment decision with respect to our common stock. These factors, individually or in the aggregate, may cause our actual results to differ materially from our expected and historical results. You should understand that it is not possible to predict or identify all such factors. In addition, you should not place undue reliance on the forward-looking statements contained herein, which are made only as of the date of this Form 10-K. We undertake no obligation to revise or update publicly any forward-looking statement for any reason, except as otherwise required by law.

Item 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.*

Cash, cash equivalents, restricted cash and short-term investments

The primary objectives of our investment activities are to preserve principal and maintain liquidity while at the same time capturing a market rate of return. To achieve these objectives, we maintain our portfolio of cash, cash equivalents, restricted cash and short-term and long-term investments in a variety of securities, including government obligations, corporate bonds and commercial paper.

Interest Rate Risk — We invest our cash in a number of diversified high quality investment-grade fixed and floating rate securities with a fair value of $1.0 billion as of December 31, 2023. Our exposure to interest rate risks is not significant due to the short average maturity, quality and diversification of our holdings. We do not hold any derivative, derivative commodity instruments or other similar financial instruments in our investment portfolio. The risk associated with fluctuating interest rates is generally limited to our investment portfolio. We believe that a hypothetical 10% change in period-end interest rates would not have a significant impact on our results of operations or cash flows.

The following table provides information about our interest-bearing securities that are sensitive to changes in interest rates as of December 31, 2023. The table presents principal cash flows, weighted-average yield at cost and contractual maturity dates. Additionally, we have assumed that these securities are similar enough within the specified categories to aggregate these securities for presentation purposes.

Interest Rate Sensitivity
Principal Amount by Expected Maturity
Average Interest Rates
(in thousands)

	2024	2025	2026	2027	2028	Thereafter	Total
Money market and demand accounts	$430,707	—	—	—	—	—	$430,707
Short-term investments	$489,752	$39,133	$52,649	—	—	—	$581,535
Average interest rate	5.1 %	4.7 %	4.6 %	— %	— %	— %	5.0 %

Cash and cash equivalents and available-for-sale securities are recorded at fair value.

Bank Liquidity Risk — As of December 31, 2023, we had approximately $430.7 million in operating accounts that are held with domestic and international financial institutions. The majority of these balances are held with domestic financial institutions. While we monitor daily cash balances in our operating accounts and adjust the cash balances as appropriate, these cash balances could be lost or become inaccessible if the underlying financial institutions fail or if they are unable to meet the liquidity requirements of their depositors. We have not incurred any losses and have had full access to our operating accounts to date.

Foreign Currency Exchange Rate Risk — We are exposed to limited risk from fluctuations in currencies, which might change over time as our business practices evolve, that could impact our operating results, liquidity and financial condition. We operate and invest globally. Adverse movements in currency exchange rates might negatively affect our business due to a number of situations. Currently, our international licensing agreements are typically made in U.S. dollars and are generally not subject to foreign currency exchange rate risk. We do not engage in foreign exchange hedging transactions at this time.

Between 2014 and 2023, we paid approximately $138.1 million in foreign taxes to foreign governments that have tax treaties with the U.S., for which we have claimed foreign tax credits against our U.S. tax obligations, and for which the tax treaty procedures are still open. It is possible that as a result of tax treaty procedures, the U.S. government may reach an agreement with the related foreign governments that will result in a partial refund of foreign taxes paid with a related reduction in our foreign tax credits. Due to foreign currency fluctuations, any such agreement could result in foreign currency gain or loss. If the matter had been resolved as of December 31, 2023, we would have recognized a loss up to $13.8 million based on exchange rates and prior competent authority resolutions.

Investment Risk — We are exposed to market risk as it relates to changes in the market value of our short-term and long-term investments in addition to the liquidity and creditworthiness of the underlying issuers of our investments. We hold a diversified investment portfolio, which includes, fixed and floating-rate, investment-grade marketable securities, mortgage and asset-backed securities and U.S. government and other securities. The instruments included in our portfolio meet high credit quality standards, as specified in our investment policy guidelines. This policy also limits our amount of credit exposure to any one issue, issuer and type of instrument. Given that the guidelines of our investment policy prohibit us from investing in anything but highly rated instruments, our investments are not subject to significant fluctuations in fair value due to the volatility of the credit markets and prevailing interest rates for such securities. Our marketable securities, consisting of government obligations, corporate bonds and commercial paper, are primarily classified as available-for-sale with a fair value of $581.5 million as of December 31, 2023.

Equity Risk — We are exposed to changes in the market-traded price of our common stock as it influences the calculation of earnings per share. In connection with the offerings of the 2024 and 2027 Notes, we entered into convertible note hedge transactions with option counterparties. We also sold warrants to the option counterparties. These transactions have been accounted for as an adjustment to our shareholders' equity. The convertible note hedge transactions are expected to reduce the potential equity dilution upon conversion of the 2024 and 2027 Notes. The warrants along with any shares issuable upon conversion of the 2024 and 2027 Notes will have a dilutive effect on our earnings per share to the extent that the average market price of our common stock for a given reporting period exceeds the applicable strike price or conversion price of the warrants or convertible 2024 and 2027 Notes.

Item 8. ***FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.***

All other schedules are omitted because they are either not required or applicable or equivalent information has been included in the financial statements and notes thereto.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of InterDigital, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of InterDigital, Inc. and its subsidiaries (the “Company”) as of December 31, 2023 and 2022, and the related consolidated statements of income, of comprehensive income, of shareholders' equity and of cash flows for each of the three years in the period ended December 31, 2023, including the related notes and financial statement schedule listed in the accompanying index (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Changes in Accounting Principle

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for convertible instruments in 2021.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue Recognition – Determination of Standalone Selling Prices of Identified Performance Obligations in Dynamic Fixed-Fee License Agreements Entered Into During The Year

As described in Notes 2 and 3 to the consolidated financial statements, dynamic fixed-fee license agreements include fixed royalty payments that fulfill the licensee's obligations to the Company under a patent license agreement for a specified time period or for the term of the agreement. Total recurring revenues and catch-up revenues were $408.4 million and $141.2 million, respectively, for the year ended December 31, 2023, of which a portion relates to dynamic fixed-fee agreements entered into during the year. As disclosed by management, the process for determining the value of the standalone selling prices of identified performance obligations in dynamic fixed-fee license agreements requires the exercise of significant judgment when evaluating the valuation methods and assumptions, including the assumed royalty rates, projected sales volumes, discount rate, identification of comparable market transactions which are not directly observable and other relevant factors."

The principal considerations for our determination that performing procedures relating to the determination of standalone selling prices of identified performance obligations in dynamic fixed-fee license agreements entered into during the year is a critical audit matter are (i) the significant judgment by management when determining the value of standalone selling prices of identified performance obligations in dynamic fixed-fee license agreements and (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating management's significant assumptions related to assumed royalty rates and projected sales volumes.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the determination of standalone selling prices of identified performance obligations in dynamic fixed-fee license agreements. These procedures also included, among others, for a sample of dynamic fixed-fee license agreements (i) reading agreements entered into during the year; (ii) testing management's process for determining the value of standalone selling prices of identified performance obligations; (iii) evaluating the appropriateness of the valuation methods used; (iv) testing the completeness and accuracy of data used by management in the valuation methods; and (v) evaluating the reasonableness of management's significant assumptions related to assumed royalty rates and projected sales volumes. Evaluating the reasonableness of management's significant assumptions related to assumed royalty rates and projected sales volumes involved considering consistency with historical sales data.

Revenue Recognition – Determination of Transaction Price in Certain Arrangements with Variable Consideration

As described in Notes 2 and 3 to the consolidated financial statements, for certain patent license arrangements or other contractual arrangements, the amount of consideration that the Company will receive is uncertain. In such cases, management estimates and recognizes licensing revenues only when the Company has a contract, as defined in the revenue recognition guidance. Such estimates are only recognized to the extent it is probable that a significant reversal of cumulative revenues recognized will not occur. Total recurring revenues and catch-up revenues were $408.4 million and $141.2 million, respectively, for the year ended December 31, 2023, of which a portion relates to certain arrangements with variable consideration. Management analyzes the risk of a significant revenue reversal considering both the likelihood and magnitude of the reversal and, if necessary, constrains the amount of estimated revenues in order to mitigate this risk, which may result in recognizing revenues less than amounts management expects the Company is most likely to receive. As disclosed by management, these estimates may require significant judgment.

The principal considerations for our determination that performing procedures relating to the determination of transaction price in certain arrangements with variable consideration is a critical audit matter are (i) the significant judgment by management when determining the transaction price and (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating management's analysis of the probability that a significant reversal of cumulative revenues recognized will not occur.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the determination of transaction price in arrangements where the amount of consideration that the Company will receive is uncertain. These procedures also included, among others (i) reading certain arrangements applicable for the current year; (ii) testing management's process for determining the transaction price in such arrangements; (iii) evaluating the appropriateness of management's analysis used in determining the transaction price; (iv) testing the completeness and accuracy of the data used by management in the analysis; and (v) evaluating the reasonableness of management's significant assumptions and judgments in determining the transaction price. Evaluating the reasonableness of management's significant assumptions and judgments involved considering management's past experience in such arrangements, status of ongoing discussions with the customer, and advice obtained, including obtaining and evaluating the letters of audit inquiry, from in-house and external legal counsel.

/s/ PricewaterhouseCoopers LLP

Philadelphia, Pennsylvania
February 15, 2024

We have served as the Company's auditor since 2002.

INTERDIGITAL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)

	DECEMBER 31, 2023	DECEMBER 31, 2022
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 437,076	$ 693,479
Short-term investments	569,280	508,298
Accounts receivable	117,292	53,182
Prepaid and other current assets	43,976	89,716
Total current assets	1,167,624	1,344,675
PROPERTY AND EQUIPMENT, NET	11,566	11,338
PATENTS, NET	313,001	353,999
DEFERRED TAX ASSETS	128,967	94,373
OTHER NON-CURRENT ASSETS, NET	149,656	95,720
Total non-current assets	603,190	555,430
TOTAL ASSETS	$ 1,770,814	$ 1,900,105
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term debt	$ 578,752	$ —
Accounts payable	7,846	9,997
Accrued compensation and related expenses	32,665	38,400
Deferred revenue	153,597	189,059
Dividend payable	10,226	10,384
Other accrued expenses	98,042	23,506
Total current liabilities	881,128	271,346
LONG-TERM DEBT	29,019	607,066
LONG-TERM DEFERRED REVENUE	223,866	237,580
OTHER LONG-TERM LIABILITIES	55,252	53,600
TOTAL LIABILITIES	1,189,265	1,169,592
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Preferred stock, $ 0.10 par value, 14,399 shares authorized, 0 shares issued and outstanding	—	—
Common stock, $ 0.01 par value, 100,000 shares authorized, 69,507 and 71,923 shares issued and 25,580 and 29,668 shares outstanding	694	719
Additional paid-in capital	742,981	717,102
Retained earnings	1,462,070	1,492,046
Accumulated other comprehensive loss	(647)	(916)
	2,205,098	2,208,951
Treasury stock, 43,927 and 42,255 shares of common held at cost	1,623,549	1,484,056
Total InterDigital, Inc. shareholders' equity	581,549	724,895
Noncontrolling interest	—	5,618
Total equity	581,549	730,513
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 1,770,814	$ 1,900,105

The accompanying notes are an integral part of these statements.

INTERDIGITAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	FOR THE YEAR ENDED DECEMBER 31,		
	2023	**2022**	**2021**
REVENUES	$ 549,588	$ 457,794	$ 425,409
OPERATING EXPENSES:			
Research and portfolio development	195,285	185,202	200,484
Licensing	79,397	71,419	64,625
General and administrative	53,291	47,377	61,217
Restructuring activities	—	3,280	27,877
Total Operating expenses	327,973	307,278	354,203
Income from operations	221,615	150,516	71,206
INTEREST EXPENSE	(44,817)	(29,496)	(25,225)
OTHER INCOME (EXPENSE), NET	57,812	(3,457)	11,575
Income before income taxes	234,610	117,563	57,556
INCOME TAX PROVISION	(23,557)	(25,502)	(15,368)
NET INCOME	$ 211,053	$ 92,061	$ 42,188
Net loss attributable to noncontrolling interest	(3,016)	(1,632)	(13,107)
NET INCOME ATTRIBUTABLE TO INTERDIGITAL, INC.	$ 214,069	$ 93,693	$ 55,295
NET INCOME PER COMMON SHARE — BASIC	$ 7.97	$ 3.11	$ 1.80
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING — BASIC	26,860	30,106	30,764
NET INCOME PER COMMON SHARE — DILUTED	$ 7.62	$ 3.07	$ 1.77
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING — DILUTED	28,102	30,485	31,253
CASH DIVIDENDS DECLARED PER COMMON SHARE	$ 1.50	$ 1.40	$ 1.40

The accompanying notes are an integral part of these statements.

INTERDIGITAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	For the Year Ended December 31,		
	2023	**2022**	**2021**
Net income	$ 211,053	$ 92,061	$ 42,188
Unrealized gain (loss) on investments, net of tax	269	(345)	(387)
Comprehensive income	$ 211,322	$ 91,716	$ 41,801
Comprehensive loss attributable to noncontrolling interest	(3,016)	(1,632)	(13,107)
Total comprehensive income attributable to InterDigital, Inc.	$ 214,338	$ 93,348	$ 54,908

The accompanying notes are an integral part of these statements.

INTERDIGITAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands, except per share data)

	Common Stock				Accumulated Other Comprehensive	Treasury Stock			Total
	Shares	Amount	Additional Paid-In Capital	Retained Earnings	Loss	Shares	Amount	Non-Controlling Interest	Shareholders' Equity
BALANCE, DECEMBER 31, 2020	**71,389**	**$ 714**	**$ 738,481**	**$ 1,413,969**	**$ (184)**	**40,573**	**$ (1,379,611)**	**$ 23,197**	**$ 796,566**
Adjustment related to the adoption of ASU 2020-06	—	—	(55,349)	15,587	—	—	—	—	(39,762)
Net income attributable to InterDigital, Inc.	—	—	—	55,295	—	—	—	—	55,295
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	(13,107)	(13,107)
Proceeds from and increases in noncontrolling interests	—	—	—	—	—	—	—	100	100
Noncontrolling interest distribution	—	—	—	—	—	—	—	(2,512)	(2,512)
Net change in unrealized loss on short-term investments	—	—	—	—	(387)	—	—	—	(387)
Dividends declared ($ 1.40 per share)	—	—	734	(43,746)	—	—	—	—	(43,012)
Exercise of common stock options	157	1	7,949	—	—	—	—	—	7,950
Issuance of common stock, net	174	2	(6,952)	—	—	—	—	—	(6,950)
Amortization of unearned compensation	—	—	28,736	—	—	—	—	—	28,736
Repurchase of common stock	—	—	—	—	—	458	(30,000)	—	(30,000)
BALANCE, DECEMBER 31, 2021	**71,720**	**$ 717**	**$ 713,599**	**$ 1,441,105**	**$ (571)**	**41,031**	**$ (1,409,611)**	**$ 7,678**	**$ 752,917**
Net income attributable to InterDigital, Inc.	—	—	—	93,693	—	—	—	—	93,693
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	(1,632)	(1,632)
Noncontrolling interest distribution	—	—	—	—	—	—	—	(1,928)	(1,928)
Non-controlling interest contributions	—	—	—	—	—	—	—	1,500	1,500
Net change in unrealized loss on short-term investments	—	—	—	—	(345)	—	—	—	(345)
Dividends declared ($ 1.40 per share)	—	—	803	(42,752)	—	—	—	—	(41,949)
Exercise of common stock options	24	—	1,226	—	—	—	—	—	1,226
Issuance of common stock, net	179	2	(6,259)	—	—	—	—	—	(6,257)
Amortization of unearned compensation	—	—	22,127	—	—	—	—	—	22,127
Repurchase of common stock	—	—	—	—	—	1,224	(74,445)	—	(74,445)
Net convertible note hedge transactions, net of tax	—	—	(54,257)	—	—	—	—	—	(54,257)
Net warrant transactions	—	—	39,863	—	—	—	—	—	39,863
BALANCE, DECEMBER 31, 2022	**71,923**	**$ 719**	**$ 717,102**	**$ 1,492,046**	**$ (916)**	**42,255**	**$ (1,484,056)**	**$ 5,618**	**$ 730,513**
Net income attributable to InterDigital, Inc.	—	—	—	214,069	—	—	—	—	214,069
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	(3,016)	(3,016)
Deconsolidation of Convida	—	—	—	—	—	—	—	(4,352)	(4,352)
Non-controlling interest contributions	—	—	—	—	—	—	—	1,750	1,750
Net change in unrealized loss on short-term investments	—	—	—	—	269	—	—	—	269
Dividends declared ($ 1.50 per share)	—	—	1,395	(40,691)	—	—	—	—	(39,296)
Exercise of common stock options	72	—	1,252	—	—	—	—	—	1,252
Issuance of common stock, net	251	2	(12,509)	—	—	—	—	—	(12,507)
Amortization of unearned compensation	—	—	35,741	—	—	—	—	—	35,741
Repurchase of common stock	(2,739)	(27)	—	(203,354)	—	1,672	(139,493)	—	(342,874)
BALANCE, DECEMBER 31, 2023	**69,507**	**$ 694**	**$ 742,981**	**$ 1,462,070**	**$ (647)**	**43,927**	**$ (1,623,549)**	**$ —**	**$ 581,549**

The accompanying notes are an integral part of these statements

INTERDIGITAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	FOR THE YEAR ENDED DECEMBER 31,		
	2023	**2022**	**2021**
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 211,053	$ 92,061	$ 42,188
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	77,792	78,571	78,193
Non-cash interest income (expense), net	(18,601)	1,645	6,867
Non-cash change in fair value	(10,130)	1,686	(7,649)
Change in deferred revenue	(49,176)	85,403	(16,868)
Deferred income taxes	(34,665)	18,518	(7,503)
Share-based compensation	35,741	22,127	28,736
Loss on extinguishment of debt	—	11,190	—
Impairment of assets	2,500	2,427	13,228
Other	415	—	—
(Increase) decrease in assets:			
Receivables	(64,110)	(22,069)	(15,103)
Deferred charges and other assets	866	(13,453)	(9,894)
(Decrease) Increase in liabilities:			
Accounts payable	(2,513)	6,868	(1,803)
Accrued compensation and other expenses	64,561	1,065	20,000
Net cash provided by operating activities	213,733	286,039	130,392
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of short-term investments	(836,370)	(532,724)	(527,800)
Sales of short-term investments	797,703	260,771	744,353
Purchases of property and equipment	(4,268)	(3,156)	(2,511)
Capitalized patent costs	(40,358)	(39,597)	(33,416)
Acquisition of patents	—	—	(2,350)
Long-term investments	(1,877)	—	1,363
Net cash (used in) provided by investing activities	(85,170)	(314,706)	179,639
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issuance of convertible senior notes	—	460,000	—
Purchase of convertible bond hedge	—	(80,500)	—
Proceeds from issuance of warrants	—	43,700	—
Payments on long-term debt	—	(282,499)	—
Proceeds from bond hedge unwind	—	11,851	—
Payment for warrant unwind	—	(3,837)	—
Payments of debt issuance costs	(100)	(9,829)	—
Repurchase of common stock	(339,704)	(74,445)	(30,000)
Net proceeds from exercise of stock options	1,252	1,226	7,950
Non-controlling interest contribution	1,750	1,500	100
Non-controlling interest distribution	—	—	(2,512)
Taxes withheld upon restricted stock unit vestings	(12,507)	(6,257)	(6,950)
Dividends paid	(39,454)	(42,306)	(43,058)
Net cash (used in) provided by financing activities	(388,763)	18,604	(74,470)
NET (DECREASE) INCREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(260,200)	(10,063)	235,561
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF PERIOD	703,161	713,224	477,663
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD	$ 442,961	$ 703,161	$ 713,224

Refer to Note 1, "Background and Basis of Presentation," for additional supplemental cash flow information. Additionally, refer to Note 5, "Cash, Cash Equivalents, Restricted Cash and Marketable Securities" for a reconciliation to the consolidated balance sheets.

The accompanying notes are an integral part of these statements.

INTERDIGITAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

1. BACKGROUND AND BASIS OF PRESENTATION

InterDigital, Inc. ("InterDigital") is a global research and development company focused primarily on wireless, video, artificial intelligence ("AI"), and related technologies. We design and develop foundational technologies that enable connected, immersive experiences in a broad range of communications and entertainment products and services. We license our innovations worldwide to companies providing such products and services, including makers of wireless communications devices, consumer electronics, IoT devices, cars and other motor vehicles and providers of cloud-based services such as video streaming. As a leader in wireless technology, our engineers have designed and developed a wide range of innovations that are used in wireless products and networks, from the earliest digital cellular systems to 5G and today's most advanced Wi-Fi technologies. We are also a leader in video processing and video encoding/decoding technology, with a significant AI research effort that intersects with both wireless and video technologies.

Principles of Consolidation

The accompanying consolidated financial statements include all of our accounts and all entities in which we have a controlling interest and/or are required to be consolidated in accordance with the Generally Accepted Accounting Principles in the United States (“GAAP”). All significant intercompany accounts and transactions have been eliminated in consolidation.

In determining whether we are the primary beneficiary of a variable interest entity and therefore required to consolidate, we apply a qualitative approach that determines whether we have both the power to direct the economically significant activities of the entity and the obligation to absorb losses of, or the right to receive benefits from, the entity that could potentially be significant to that entity. These considerations impact the way we account for our existing collaborative relationships and other arrangements. We continuously assess whether we are the primary beneficiary of a variable interest entity as changes to existing relationships or future transactions may result in us consolidating or deconsolidating our partner(s) to collaborations and other arrangements.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. If different assumptions were made or different conditions had existed, our financial results could have been materially different.

Reclassifications

Certain reclassifications have been made to prior year amounts to conform to the current year presentation.

Supplemental Cash Flow Information

The following table presents additional supplemental cash flow information for the year ended December 31, 2023, 2022 and 2021 (in thousands):

	FOR THE YEAR ENDED DECEMBER 31,		
SUPPLEMENTAL CASH FLOW INFORMATION:	**2023**	**2022**	**2021**
Interest paid	$ 18,623	$ 13,429	$ 8,000
Income taxes paid, including foreign withholding taxes	59,202	6,805	23,091
Non-cash investing and financing activities:			
Dividend payable	10,226	10,384	10,741
Accrued debt issuance costs	—	100	—
Accrued taxes on the repurchase of common stock	3,170	—	—
Non-cash acquisition of patents	—	30,100	—
Non-cash distribution of patents	—	1,928	—
Right-of-use assets obtained in exchange of operating lease liabilities	93	6,644	739
Accrued capitalized patent costs and property and equipment	670	4,026	2,021

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NEW ACCOUNTING GUIDANCE

Foreign Currency Translation

The functional currency of substantially all of the Company's wholly-owned subsidiaries is the U.S. dollar. Certain subsidiaries have monetary assets and liabilities that are denominated in a currency that is different than the functional currency. The gains and losses resulting from this remeasurement and translation of monetary assets denominated in a currency that is different than the functional currency are reflected in the determination of net income.

Cash, Cash Equivalents, Restricted Cash and Marketable Securities

We classify all highly liquid investment securities with original maturities of three months or less at date of purchase as cash equivalents. Cash that is held for a specific purpose and therefore not available to the Company for immediate or general business use is classified as restricted cash. Our investments are comprised of mutual and exchange traded funds, commercial paper, United States and municipal government obligations and corporate securities. Management determines the appropriate classification of our investments at the time of acquisition and re-evaluates such determination at each balance sheet date.

As of December 31, 2023 and 2022, the majority of our marketable securities have been classified as available-for-sale and are carried at fair value, with unrealized gains and losses reported net-of-tax as a separate component of shareholders' equity. Substantially all of our investments are investment grade government and corporate debt securities that have maturities of less than three years , and we have both the ability and intent to hold the investments until maturity.

Other-than-Temporary Impairments

We review our investment portfolio during each reporting period to determine whether there are identified events or circumstances that would indicate there is a decline in the fair value that is considered to be other-than-temporary. For non-public investments, if there are no identified events or circumstances that would have a significant adverse effect on the fair value of the investment, then the fair value is not estimated. If an investment is deemed to have experienced an other-than-temporary decline below its cost basis, we reduce the carrying amount of the investment to its quoted or estimated fair value, as applicable, and establish a new cost basis for the investment. We charge the impairment to the "*Other income (expense), net"* line of our consolidated statements of income.

Intangible Assets

Patents

We capitalize external costs, such as filing fees and associated attorney fees, incurred to obtain issued patents and patent license rights. We expense costs associated with maintaining and defending patents subsequent to their issuance in the period incurred. We amortize capitalized patent costs for internally generated patents on a straight-line basis over 10 years, which represents the estimated useful lives of the patents. The ten-year estimated useful life for internally generated patents is based on our assessment of such factors as: the integrated nature of the portfolios being licensed, the overall makeup of the portfolio over time, and the length of license agreements for such patents. The estimated useful lives of acquired patents and patent rights, however, have been and will continue to be based on a separate analysis related to each acquisition and may differ from the estimated useful lives of internally generated patents. The average estimated useful life of acquired patents is 9.8 years. We assess the potential impairment to all capitalized net patent costs when events or changes in circumstances indicate that the carrying amount of our patent portfolio may not be recoverable.

Goodwill

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible and identified intangible assets acquired under a business combination. We review impairment of goodwill annually on the first day of the fourth quarter or if circumstances indicate a triggering event has occurred. We first assess qualitative factors to determine whether it is more likely than not that the fair value of our one reporting unit is less than its carrying amount as a basis for determining whether a quantitative goodwill impairment test is necessary. If we conclude it is more likely than not that the fair value of the reporting unit exceeds its carrying amount, we need not perform the quantitative assessment.

If based on the qualitative assessment we believe it is more likely than not that the fair value of the reporting unit is less than its carrying value, a quantitative assessment test is required to be performed. This assessment requires us to compare the fair value of our reporting unit to its carrying value including allocated goodwill. We determine the fair value of our reporting units generally using a combination of the income and market approaches. The income approach is estimated through the discounted cash flow method based on assumptions about future conditions such as future revenue growth rates, new product and technology introductions, gross margins, operating expenses, discount rates, future economic and market conditions, and other assumptions. The market approach estimates the fair value of our equity by utilizing the market comparable method which is based on revenue multiples from comparable companies in similar lines of business. If the carrying value of our reporting unit exceeds the reporting unit’s fair value, a goodwill impairment charge will be recorded for the difference up to the carrying value of goodwill.

The carrying value of goodwill was $ 22.4 million as of December 31, 2023 and December 31, 2022, which was included within " *Other non-current assets, net*" in the consolidated balance sheets. No impairments were recorded during 2023, 2022 or 2021 as a result of our annual goodwill impairment assessment.

Property and Equipment

Property and equipment are stated at cost, less depreciation, amortization and impairments. Depreciation and amortization of property and equipment are provided using the straight-line method. The estimated useful lives for computer equipment, computer software, engineering and test equipment and furniture and fixtures are generally three to five years . Leasehold improvements are amortized over the lesser of their estimated useful lives or their respective lease terms, which are generally five to ten years . Buildings are being depreciated over twenty-five years . Expenditures for major improvements and betterments are capitalized, while minor repairs and maintenance are charged to expense as incurred. Upon the retirement or disposition of property and equipment, the related cost and accumulated depreciation or amortization are removed, and a gain or loss is recorded.

Leases

We determine if an arrangement is a lease at inception. Operating lease right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease right-of-use assets and liabilities are recognized at commencement date, except short-term leases with an original term of 12 months or less, based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we generally use an incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The operating lease right-of-use assets also includes any lease payments made and excludes lease incentives. Lease expense is recognized over the expected term on a straight-line basis. Leases with a lease term of 12 months or less are accounted for using the practical expedient which allows for straight-line rent expense over the remaining term of the lease.

Internal-Use Software Costs

We capitalize costs associated with software developed for internal use that are incurred during the software development stage. Such costs are limited to expenses incurred after management authorizes and commits to a computer software project, believes that it is more likely than not that the project will be completed, the software will be used to perform the intended function with an estimated service life of two years or more, and the completion of conceptual formulation, design and testing of possible software project alternatives (the preliminary design stage). Costs incurred after final acceptance testing has been successfully completed are expensed. Capitalized computer software costs are amortized over their estimated useful life of three years .

All computer software costs capitalized to date relate to the purchase, development and implementation of engineering, accounting and other enterprise software.

Impairment of Long-Lived Assets

We evaluate long-lived assets for impairment when factors indicate that the carrying value of an asset may not be recoverable. When factors indicate that such assets should be evaluated for possible impairment, we review whether we will be able to realize our long-lived assets by analyzing the projected undiscounted cash flows in measuring whether the asset is recoverable.

Revenue Recognition

We derive the vast majority of our revenue from patent licensing. The timing and amount of revenue recognized from each licensee depend upon a variety of factors, including the specific terms of each agreement and the nature of the deliverables and obligations. Such agreements are often complex and include multiple performance obligations. These agreements can include, without limitation, performance obligations related to the settlement of past patent infringement liabilities, patent and/or know-how licensing royalties on covered products sold by licensees, access to a portfolio of technology as it exists at a point in time, and access to a portfolio of technology at a point in time along with promises to provide any technology updates to the portfolio during the term.

In accordance with US GAAP, we use a five-step model to achieve the core underlying principle that an entity should recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. These steps include (1) identifying the contract with the customer, (2) identifying the performance obligations, (3) determining the transaction price, (4) allocating the transaction price to the performance obligations, and (5) recognizing revenue as the entity satisfies the performance obligation(s). Additionally, we have elected to utilize certain practical expedients in the application of ASC 606. In evaluating the presence of a significant financing component in our agreements, we utilize the practical expedient to exclude any contracts wherein the gap between payment by our customers and the delivery of our performance obligation is less than one year. We have also elected to utilize the practical expedient related to costs of obtaining a contract where an entity may recognize the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity otherwise would have recognized is one year or less. Timing of revenue recognition may differ significantly from the timing of invoicing to customers. Contract assets are included in accounts receivable and represent unbilled amounts expected to be received from customers in future periods, where the revenue recognized to date exceeds the amount billed, and right to payment is subject to the underlying contractual terms. Contract assets are classified as long-term assets if the payments are expected to be received more than one year from the reporting date. Contract assets due within less than twelve months of the balance sheet date are included within accounts receivable in our consolidated balance sheets. Contract assets due more than twelve months after the balance sheet date are included within other non-current assets.

For certain patent license agreements or other contractual arrangements, the amount of consideration that we will receive is uncertain. In such cases, we estimate and recognize licensing revenues only when we have a contract, as defined in the revenue recognition guidance. Such estimates are only recognized to the extent it is probable that a significant reversal of cumulative revenues recognized will not occur. We analyze the risk of a significant revenue reversal considering both the likelihood and magnitude of the reversal and, if necessary, constrain the amount of estimated revenues in order to mitigate this risk, which may result in recognizing revenues less than amounts we expect we are most likely to receive. These aforementioned estimates may require significant judgment.

Patent License Agreements

Upon signing a patent license agreement, we provide the licensee permission to use our patented inventions in specific applications. We account for patent license agreements in accordance with the guidance indicated above.

Certain patent license agreements contain revenue from non-financial sources in the form of patents received from the customer. Under our patent license agreements, we typically receive one or a combination of the following forms of payment as consideration for permitting our licensees to use our patented inventions in their applications and products.

Consideration for Past Patent Royalties

Consideration related to a licensee’s product sales from prior periods may result from a negotiated agreement with a licensee that utilized our patented inventions prior to signing a patent license agreement with us or from the resolution of a disagreement or arbitration with a licensee over the specific terms of an existing license agreement. We may also receive consideration for past patent royalties in connection with the settlement of patent litigation where there was no prior patent license agreement. In each of these cases, we record the consideration as revenue as prescribed by the five-step model.

Fixed-Fee Agreements

Fixed-fee license agreements include fixed, non-refundable royalty payments that fulfill the licensee’s obligations to us under a patent license agreement for a specified time period or for the term of the agreement for specified products, under certain patents or patent claims, for sales in certain countries, or a combination thereof - in each case for a specified time period (including for the life of the patents licensed under the agreement).

Dynamic fixed-fee license agreements contain a single performance obligation that represents ongoing access to a portfolio of technology over the license term, since our promise to transfer to the licensee access to the portfolio as it exists at inception of the license, along with promises to provide any technology updates to the portfolio during the term, are not separately identifiable. Upon entering a new agreement, we allocate the transaction price to the performance obligations delivered at signing (e.g. our existing patent portfolio) and future performance obligations (e.g. the technology updates). We use a time-based input method of progress to determine the timing of revenue recognition, and as such we recognize the future deliverables on a straight-line basis over the term of the agreement. We utilize the straight-line method as we believe that it best depicts efforts expended to develop and transfer updates to the customer evenly throughout the term of the agreement.

Static fixed-fee license agreements are fixed-price contracts that generally do not include updates to technology we create after the inception of the license agreement or in which the customer does not stand to substantively benefit from those updates during the term. Although we have few static fixed-fee license agreements, we generally satisfy our performance obligations under such agreements at contract signing, and, as such, revenue is recognized at that time.

Variable Agreements

Upon entering a new variable patent license agreement, the licensee typically agrees to pay royalties or license fees on licensed products sold during the term of the agreement. We utilize the sales- or usage- based royalty exception for these agreements and recognize revenues during the contract term when the underlying sale or usage occurs. Our licensees under variable agreements provide us with quarterly royalty reports that summarize their sales of covered products and their related royalty obligations to us. We typically receive these royalty reports subsequent to the period in which our licensees' underlying sales occurred. As a result, we are required to estimate revenues and recognize sales-based royalties on such licensed products in the period in which the associated sales occur, considering all relevant information (historical, current and forecasted) that is reasonably available to us. Estimating licensees' quarterly royalties prior to receiving the royalty reports requires us to make assumptions and judgments related to forecasted trends and growth rates used to estimate our licensees' sales, which could have an impact on the amount of revenue we report on a quarterly basis. As a result of recognizing revenues in the period in which the licensees' sales occur using estimates, adjustments to revenues are required in subsequent periods to reflect changes in estimates as new information becomes available, primarily resulting from actual amounts reported by our licensees.

Accounts Receivable

Accounts receivable is presented net of allowance for doubtful accounts. Our accounts receivable consists mainly of trade receivables derived from fixed-fee license arrangements with contractual payment terms. The remaining material amounts of our accounts receivable are from variable patent license agreements, which primarily are paid on a quarterly basis. The provision for doubtful accounts reflects the current estimate of credit losses expected to be incurred over the life of the financial asset, based on historical experience, current conditions and reasonable forecasts of future economic conditions. Further, we evaluate the collectability of our accounts receivable and if there is doubt that we will collect the full amount, we will record a reserve specific to that customer's receivable balance. There was no provision for doubtful accounts as of December 31, 2023 or 2022.

Investments in Other Entities

We may make strategic investments in companies that have developed or are developing technologies that are complementary to our business. We made an accounting policy election for a measurement alternative for our equity investments that do not have readily determinable fair values, specifically related to our strategic investments in other entities. Under the alternative, our strategic investments in other entities without readily determinable fair values are measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions for an identical or similar investment of the same issuer, if any. On a quarterly basis, we monitor items such as our investment's financial position and liquidity, performance targets, business plans, and cost trends to assess whether there are any triggering events or indicators present that would be indicative of an impairment, or any other observable price changes as indicated above. We do not adjust our investment balance when the investee reports profit or loss.

Additionally, other investments may be accounted for under the equity method of accounting. Under this method, we initially record our investment in the stock of an investee at cost, and adjust the carrying amount of the investment to recognize our share of the earnings or losses of the investee after the date of acquisition. The amount of the adjustment is included in the determination of net income, and such amount reflects adjustments similar to those made in preparing consolidated statements including adjustments to eliminate intercompany gains and losses, and to amortize, if appropriate, any difference between our cost and underlying equity in net assets of the investee at the date of investment. The investment is also adjusted to reflect our share of changes in the investee's capital. Dividends received from an investee reduce the carrying amount of the investment. When there are a series of operating losses by the investee or when other factors indicate that a decrease in value of the investment has occurred which is other than temporary, we recognize an impairment equal to the difference between the fair value and the carrying amount of our investment.

The carrying value of our investments in other entities is included within " *Other non-current assets, net* " on our consolidated balance sheets. The carrying value of our investments in other entities as of December 31, 2023 and 2022 was $ 31.9 million and $ 19.6 million, respectively, the majority of which are accounted for under the measurement alternative for equity investments described above.

Collaborative Arrangements

We record the elements of our collaboration agreements that represent joint operating activities in accordance with ASC 808, *Collaborative Arrangements* ("ASC 808"). Accordingly, the elements of our collaboration agreements that represent activities in which both parties are active participants, and to which both parties are exposed to the significant risks and rewards that are dependent on the commercial success of the activities, are recorded as collaborative arrangements. Generally, the classification of a transaction under a collaborative arrangement is determined based on the nature and contractual terms of the arrangement along with the nature of the operations of the participants. For transactions that are deemed to be a collaborative arrangement under ASC 808, costs incurred and revenues generated on sales to third parties will be reported in our consolidated statement of operations on a gross basis if the Company is deemed to be the principal in the transaction, or on a net basis if the Company is instead deemed to be the agent in the transaction, consistent with the guidance in ASC 606-10-55-36, *Revenue From Contracts with Customers - Principal Agent Considerations* .

Deferred Charges

Direct costs of obtaining a contract or fulfilling a contract in a transaction that results in the deferral of revenue may be either expensed as incurred or capitalized, depending on certain criteria. We made a policy election to utilize the practical expedient related to costs of obtaining a contract where an entity may recognize the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity otherwise would have recognized is one year or less. If the amortization period is greater than one year, we capitalize direct costs incurred for the acquisition or fulfillment of a contract through the date of signing if they are directly related to a particular revenue arrangement and are expected to be recovered. The costs are amortized on a straight-line basis over the life of the patent license agreement.

For example, from time to time, we use sales agents to assist us in our licensing and/or patent sale activities. In such cases, we may pay a commission. The commission rate varies from agreement to agreement. Commissions are normally paid shortly after our receipt of cash payments associated with the patent license or patent sale agreements. We defer recognition of commission expense and amortize these expenses in proportion to our recognition of the related revenue. Commission expense is included within the "*Licensing"* line of our consolidated statements of income and was immaterial for the years presented. There were $ 0.1 million and $ 0.7 million of new direct contract costs in 2023 and 2022, respectively, and no new direct contract costs incurred during 2021.

Incremental direct costs incurred related to a debt financing transaction may be capitalized. In connection with our offering of the 2027 Notes and 2024 Notes, defined and discussed in detail within Note 10, " *Obligations"* , we incurred directly related costs. The debt issuance costs of the debt were capitalized as deferred financing costs and recorded as a direct reduction of the debt. These costs are being amortized over the term of the debt using the effective interest method and are included within the " *Interest expense"* line of our consolidated statements of income. The Company incurred $ 9.9 million of new debt issuances costs in 2022 in conjunction with the issuance of the 2027 Notes and no new debt issuance costs were incurred in 2023 or 2021. Deferred financing expense was $ 2.3 million, $ 2.0 million and $ 1.6 million in 2023, 2022 and 2021, respectively. The balance of unamortized deferred financing costs as of December 31, 2023 and 2022 was $ 7.4 million and $ 9.8 million, respectively.

Research and Innovation Expenses

Research and innovation expenditures are expensed in the period incurred, except certain software development costs that are capitalized between the point in time that technological feasibility of the software is established and when the product is available for general release to customers. We did not have any capitalized software costs related to research and development in any period presented. Research and Innovation expenses are included within "*Research and portfolio development*" expenses in the consolidated statements of income.

Compensation Programs

We use a variety of compensation programs to attract, retain and motivate our employees, and to align employee compensation more closely with company performance. These programs include, but are not limited to, short-term incentives tied to performance goals, cash awards to inventors for filed patent applications and patent issuances, and long-term incentives in the form of stock option awards, time-based restricted stock unit ("RSU") awards, performance-based RSU awards and cash awards, noting equity awards are granted pursuant to the terms and conditions of our Equity Plans (as defined in Note 13, "*Compensation Plans and Programs*"). Our long-term incentives, including equity awards, typically include annual equity and cash award grants with three to five year vesting periods; as a result, in any one year, we are typically accounting for at least three active cycles.

We account for compensation costs associated with share-based compensation based on the fair value of the instruments issued. The estimated value of stock options includes assumptions around expected life, stock volatility and dividends. For stock options considered to be "plain vanilla" options, the Company estimates the expected term based on the simplified method as prescribed by Staff Accounting Bulletin Topic 14. The simplified method was used because the Company does not believe it has sufficient historical exercise data to provide a reasonable basis for the expected term of its grants. In all periods, our policy has been to set the value of RSUs awards equal to the value of our underlying common stock on the date of measurement. For grants with graded vesting, we amortize the associated unrecognized compensation cost using an accelerated method. For grants that cliff vest, we amortize the associated unrecognized compensation cost on a straight-line basis over their vesting term. For awards containing performance conditions, we recognize compensation expense ratably over the vesting period when it is probable that the stated performance targets will be achieved and record cumulative adjustments in the period in which estimates change.

In the event of canceled awards, we adjust compensation expense recognized to date as they occur. Tax windfalls and shortfalls related to the tax effects of employee share-based compensation are included in our tax provision. On the consolidated statements of cash flows, tax windfalls and shortfalls related to employee share-based compensation awards are included within operating activities and cash paid to tax authorities for shares withheld are included within financing activities. The inclusion of windfalls and shortfalls in the tax provision could increase our earnings volatility between periods. Tax windfalls and shortfalls related to share-based compensation was windfalls of $ 3.1 million and $ 0.8 million for the years ended 2023 and 2021, respectively, and shortfalls for the year ended 2022 of $ 0.4 million, respectively.

Restructuring

Restructuring activities include, but are not limited to, costs associated with termination benefits such as severance costs and retention bonuses, contract termination costs, and other costs associated with an exit or disposal activity. The termination benefits included within restructuring activities are recognized in accordance with either ASC 420, *Exit or Disposal Cost Obligations* ("ASC 420") or ASC 712, *Compensation – Nonretirement Postemployment Benefits* ("ASC 712"), as applicable. Liabilities are recognized in accordance with ASC 420 when management commits to a plan of termination, the employees to be terminated are identified, the terms of the benefit arrangement are established, it was determined that either changes to the plan or withdrawal are unlikely, and the arrangements were communicated to employees. Liabilities that fall under ASC 712 are recognized when the liability was determined to be probable of being paid and reasonably estimable. The current liabilities are recorded within "*Other accrued expenses*" and long-term liabilities are included in "*Other long-term liabilities*" in the consolidated balance sheets. The restructuring expenses are included in "*Restructuring activities*" in the consolidated statements of income.

Income Taxes

Income taxes are accounted for under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the consolidated statement of income in the period in which the change was enacted. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets if management has determined that it is more likely than not that such assets will not be realized.

In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. We are subject to examinations by the U.S. IRS and other taxing jurisdictions on various tax matters, including challenges to various positions we assert in our filings. In the event that the IRS or another taxing jurisdiction levies an assessment in the future, it is possible the assessment could have a material adverse effect on our consolidated financial condition or results of operations.

The financial statement recognition of the benefit for an uncertain tax position is dependent upon the benefit being more likely than not to be sustainable upon audit by the applicable tax authority. If this threshold is met, the tax benefit is then measured and recognized at the largest amount that is greater than 50 percent likely of being realized upon ultimate settlement. In the event that the IRS or another taxing jurisdiction levies an assessment in the future, it is possible the assessment could have a material adverse effect on our consolidated financial condition or results of operations.

Treasury Stock

We record the repurchase of our shares of common stock at cost based on the settlement date of the transaction. These shares are classified as treasury stock, which is a reduction to shareholders' equity. Treasury shares are included in authorized and issued shares, but excluded from outstanding shares. If the Treasury shares are retired, the excess of the par value is included with retained earnings.

In August 2022, the Inflation Reduction Act was enacted in the United States, which included, among other items, a 1 % excise tax on certain net stock repurchases after December 31, 2022. This excise tax on our share repurchases is recorded as a component of stockholders' equity, as treasury stock, or retained earnings if retired.

New Accounting Guidance

Accounting Standards Update: Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". The amendments in the ASU require disclosures to include significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, with early adoption allowed. We are currently evaluating the impact of adoption on our financial disclosures.

Accounting Standards Update: Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures". The amendments in the ASU enhance income tax disclosures, primarily through standardization, disaggregation of rate reconciliation categories, and income taxes paid by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption allowed. We are currently evaluating the impact of adoption on our financial disclosures.

Accounting Standards Update: Simplifying the Accounting for Convertible Instruments

In August 2020, the FASB issued ASU No. 2020-06, “Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity” (“ASU 2020-06”). The amendments in this ASU are intended to simplify accounting for convertible debt instruments and convertible preferred stock by removing certain accounting models which separate the embedded conversion features from the host contract. ASU 2020-06 also amends certain guidance in ASC 260 on the computation of earnings per share for convertible instruments and contracts on an entity’s own equity. ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years, and early adoption was permitted for fiscal years beginning after December 15, 2020. The ASU permits the use of either the modified retrospective or fully retrospective methods of transition. We elected to early adopt this standard on a modified retrospective approach as of January 1, 2021, which resulted in a $ 10.4 million, $ 50.2 million, and $ 15.6 million increase to net deferred tax assets, long-term debt and retained earnings, respectively, and a $ 55.4 million decrease to additional paid-in capital. This $ 50.2 million increase to long-term debt, net was comprised of $ 51.6 million of unamortized interest discount partially offset by a net increase of $ 1.4 million in unamortized debt issuance costs following the reversal of the initially established equity component of deferred financing costs. This was due to the standard no longer requiring bifurcation of the embedded conversion feature from the host contract on the 2024 Notes, as defined in Note 9, "Obligations". This adoption also reduced non-cash interest expense starting in 2021 due to the removal of the accretion of the debt discount on the 2024 Notes. In addition, the adoption requires the use of the if-converted method of calculating diluted earnings per share rather than the treasury stock method for convertible instruments and requires the inclusion of the potential effect of shares settled in cash or shares in the diluted earnings per share calculation.

3. REVENUE RECOGNITION

Disaggregated Revenue

The following table presents the disaggregation of our revenue for the year ended December 31, 2023, 2022, and 2021 (in thousands):

	For the Year Ended December 31,		
	2023	**2022**	**2021**
Recurring revenues:			
Smartphone	$ 347,124	$ 351,064	$ 315,098
CE, IoT/Auto	59,858	51,717	31,721
Other	1,410	1,107	4,881
Total recurring revenues	408,392	403,888	351,700
Catch-up revenues [a]	141,196	53,906	73,709
Total revenues	$ 549,588	$ 457,794	$ 425,409

a. Catch-up revenues are comprised of past patent royalties and revenues from static fixed-fee agreements.

During the year ended December 31, 2023, we recognized $ 188.9 million of revenue that had been included in deferred revenue as of the beginning of the period. As of December 31, 2023, we had contract assets of $ 94.6 million included within "*Accounts receivable, net*" in the consolidated balance sheet. As of December 31, 2022, we had contract assets of $ 32.9 million and $ 2.5 million included within "*Accounts receivable, net*" and "*Other non-current assets, net*" in the consolidated balance sheet, respectively.

Contracted Revenue

Based on Dynamic Fixed-Fee Agreements as of December 31, 2023, we expect to recognize the following amounts of revenue over the term of such contracts (in thousands):

	Revenue [(a)]
2024	$ 310,236
2025	297,270
2026	227,892
2027	225,294
2028	213,257
Thereafter	259,439
	$ 1,533,388

(a) This table includes estimated revenue related to our Samsung arbitration. In accordance with ASC 606, these estimates are limited to the amount of revenue we expect to recognize only to the extent it is probable that a subsequent change in the estimate would not result in a significant revenue reversal.

4. GEOGRAPHIC / CUSTOMER CONCENTRATION

The Company's chief operating decision maker assesses company-wide performance and allocates resources based on consolidated financial information. As such, we have one reportable segment. During 2023, 2022 and 2021, the majority of our revenue was derived from a limited number of licensees based outside of the United States, primarily in Asia. Substantially all of these revenues were paid in U.S. dollars and were not subject to any substantial foreign exchange transaction risk. The table below lists the countries of the headquarters of our licensees and customers and the total revenue derived from each country or region for the periods indicated (in thousands):

	For the Year Ended December 31,		
	2023	2022	2021
United States	$ 186,251	$ 219,744	$ 169,044
China	258,737	103,922	118,197
South Korea	82,235	90,018	86,677
Japan	10,678	21,946	24,689
Taiwan	9,368	11,621	11,040
Europe	2,319	10,543	15,762
Total revenue	$ 549,588	$ 457,794	$ 425,409

During 2023, 2022 and 2021, the following licensees or customers accounted for 10% or more of total revenues:

	For the Year Ended December 31,		
	2023	2022	2021
Customer A	27 %	— %	— %
Customer B	24 %	30 %	28 %
Customer C	14 %	17 %	18 %
Customer D	11 %	13 %	14 %
Customer E	< 10 %	< 10 %	10 %

As of December 31, 2023, and 2022, we held $ 324.6 million and $ 365.3 million of our property, equipment and patents, net of accumulated depreciation and amortization, respectively, of which 91 % of the total was within the United States in each of the years presented. As of December 31, 2023 and 2022, we held $ 29.3 million and $ 27.2 million of property, equipment and patents, net of accumulated depreciation and amortization, collectively, in Canada and Europe.

5. CASH, CASH EQUIVALENTS, RESTRICTED CASH AND MARKETABLE SECURITIES

Cash, Cash Equivalents and Restricted Cash

Cash, cash equivalents and restricted cash as of December 31, 2023 and 2022 consisted of the following (in thousands):

	December 31,	
	2023	2022
Money market and demand accounts	$ 430,707	$ 643,825
Commercial paper	5,728	26,741
U.S. government securities	—	15,707
Corporate bonds, asset backed and other securities	6,526	16,888
Total cash, cash equivalents and restricted cash	$ 442,961	$ 703,161

The following table provides a reconciliation of total cash, cash equivalents and restricted cash as of December 31, 2023 and 2022 within the consolidated balance sheets (in thousands):

	December 31,	
	2023	2022
Cash and cash equivalents	$ 437,076	$ 693,479
Restricted cash included within prepaid and other current assets	5,885	9,682
Total cash, cash equivalents and restricted cash	$ 442,961	$ 703,161

Marketable Securities

As of December 31, 2023 and 2022, the majority of our marketable securities are classified as available-for-sale and are carried at fair value, with unrealized gains and losses reported net-of-tax as a separate component of shareholders' equity. Substantially all of our investments are investment-grade government and corporate debt securities that have maturities of less than two years , and we have both the ability and intent to hold the investments until maturity. We recorded no other-than-temporary impairments during 2023, 2022 or 2021. The gross realized gains and losses on sales of marketable securities were not significant during the years ended December 31, 2023, 2022 and 2021.

Marketable securities as of December 31, 2023 and 2022 consisted of the following (in thousands):

	December 31, 2023			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities				
Commercial paper	$ 174,872	$ 141	$ (22)	$ 174,991
U.S. government securities	257,150	75	(375)	256,850
Corporate bonds, asset backed and other securities	149,729	92	(128)	149,693
Total available-for-sale securities	$ 581,751	$ 308	$ (525)	$ 581,534
Reported in:				
Cash and cash equivalents				$ 12,254
Short-term investments				569,280
Total marketable securities				$ 581,534

	December 31, 2022			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities				
Commercial paper	$ 210,146	$ 30	$ (220)	$ 209,956
U.S. government securities	244,174	19	(353)	243,840
Corporate bonds, asset backed and other securities	113,921	33	(116)	113,838
Total available-for-sale securities	$ 568,241	$ 82	$ (689)	$ 567,634
Reported in:				
Cash and cash equivalents				$ 59,336
Short-term investments				508,298
Total marketable securities				$ 567,634

As of December 31, 2023 and 2022, $ 489.8 million and $ 557.7 million, respectively, of our short-term investments had contractual maturities within one year . The remaining portions of our short-term investments had contractual maturities within one to three years .

6. CONCENTRATION OF CREDIT RISK AND FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Concentration of Credit Risk and Fair Value of Financial Instruments

Financial instruments that potentially subject us to concentration of credit risk consist primarily of cash equivalents, short-term investments and accounts receivable. We primarily place our cash equivalents and short-term investments in highly rated financial instruments and in United States government instruments.

Our accounts receivable are derived principally from patent license and technology solutions agreements. As of December 31, 2023, four licensees comprised 84 %, and as of December 31, 2022 four licensees comprised 76 %, of our accounts receivable balance. We perform ongoing credit evaluations of our licensees, who generally include large, multinational, wireless telecommunications equipment manufacturers. We believe that the book values of our financial instruments approximate their fair values.

Fair Value Measurements

We use various valuation techniques and assumptions when measuring the fair value of our assets and liabilities. We utilize market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. This guidance established a hierarchy that prioritizes fair value measurements based on the types of input used for the various valuation techniques (market approach, income approach and cost approach). The levels of the hierarchy are described below:

Level 1 Inputs — Level 1 includes financial instruments for which quoted market prices for identical instruments are available in active markets.

Level 2 Inputs — Level 2 includes financial instruments for which there are inputs other than quoted prices included within Level 1 that are observable for the instrument such as quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets with insufficient volume or infrequent transactions (less active markets) or model-driven valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data, including market interest rate curves, referenced credit spreads and pre-payment rates.

Level 3 Inputs — Level 3 includes financial instruments for which fair value is derived from valuation techniques including pricing models and discounted cash flow models in which one or more significant inputs are unobservable, including the company's own assumptions. The pricing models incorporate transaction details such as contractual terms, maturity and, in certain instances, timing and amount of future cash flows, as well as assumptions related to liquidity and credit valuation adjustments of marketplace participants.

Our assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of financial assets and financial liabilities and their placement within the fair value hierarchy. We use quoted market prices for similar assets to estimate the fair value of our Level 2 investments.

Recurring Fair Value Measurements

Our financial assets are included within short-term investments on our consolidated balance sheets, unless otherwise indicated. Our financial assets and liabilities that are accounted for at fair value on a recurring basis are presented in the tables below as of December 31, 2023 and December 31, 2022 (in thousands):

	Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Assets:				
Money market and demand accounts [a]	$ 430,707	$ —	$ —	$ 430,707
Commercial paper [b]	—	174,991	—	174,991
U.S. government securities [c]	—	256,850	—	256,850
Corporate bonds, asset backed and other securities [d]	—	149,693	—	149,693
	$ 430,707	$ 581,534	$ —	$ 1,012,241

	Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Assets:				
Money market and demand accounts [a]	$ 643,825	$ —	$ —	$ 643,825
Commercial paper [b]	—	209,956	—	209,956
U.S. government securities	—	243,840	—	243,840
Corporate bonds and asset backed securities	—	113,838	—	113,838
	$ 643,825	$ 567,634	$ —	$ 1,211,459

(a) Included within cash and cash equivalents.
(b) As of December 31, 2023 and 2022, $ 5.7 million and $ 26.7 million of commercial paper was included within cash and cash equivalents, respectively.
(c) As of December 31, 2023 and 2022, $ 0.0 million and $ 15.7 million of U.S. government securities was included within cash and cash equivalents, respectively.
(d) As of December 31, 2023and 2022, $ 6.5 million and $ 16.9 million of corporate bonds, asset backed and other securities was included within cash and cash equivalents, respectively.

Fair Value of Debt

Senior Convertible Notes

The principal amount, carrying value and related estimated fair value of the Company's senior convertible debt reported in the consolidated balance sheets as of December 31, 2023 and December 31, 2022 was as follows (in thousands). The aggregate fair value of the principal amount of the senior convertible debt is a Level 2 fair value measurement.

	December 31, 2023			December 31, 2022		
	Principal Amount	Carrying Value	Fair Value	Principal Amount	Carrying Value	Fair Value
2027 Senior Convertible Notes	$ 460,000	$ 452,830	$ 677,230	$ 460,000	$ 451,062	$ 441,485
2024 Senior Convertible Notes	$ 126,174	$ 125,922	$ 171,130	$ 126,174	$ 125,342	$ 119,941

Technicolor Patent Acquisition Long-term Debt

As more fully disclosed in Note 10, "*Obligations*," we recognized long-term debt in conjunction with the acquisitions of the patent licensing business and research and innovation unit of Technicolor SA (the "Technicolor Patent Acquisition"). The carrying value and related estimated fair value of the Technicolor Patent Acquisition long-term debt reported in the consolidated balance sheet as of December 31, 2023 and December 31, 2022 was as follows (in thousands). The aggregate fair value of the Technicolor Patent Acquisition long-term debt is a Level 3 fair value measurement.

	December 31, 2023		December 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Technicolor Patent Acquisition Long-Term Debt	$ 29,019	$ 28,859	$ 30,662	$ 28,048

Non-recurring Fair Value Measurements

Investments in Other Entities

As disclosed in Note 2, "*Summary of Significant Accounting Policies and New Accounting Guidance* ", we made an accounting policy election to utilize a measurement alternative for equity investments that do not have readily determinable fair values, which applies to our long-term strategic investments in other entities. Under the alternative, our long-term strategic investments in other entities that do not have readily determinable fair values are measured at cost, less any impairment, plus or minus changes resulting from observable price changes in orderly transactions for an identical or similar investment of the same issuer. Any adjustments to the carrying value of those investments are considered non-recurring fair value measurements.

During years ended December 31, 2023 and 2021, we recognized net gains of $ 10.4 million and $ 7.6 million, respectively, and during year ended 2022 we recognized a net loss of $ 1.3 million resulting from observable price changes of our long-term strategic investments, which were included within " *Other income (expense), net*" in the consolidated statement of income. Certain of our investments in other entities may be seeking additional financing in the next twelve months or potential exit strategies. We will continue to review and monitor our investments in other entities for any indications of an increase in fair value or impairment.

During 2023, we deconsolidated Convida Wireless as described further in Note 19, " *Variable Interest Entities*". Upon deconsolidation on October 1, 2023, we recorded our investment in Convida at fair value utilizing the income approach. Our investment in Convida Wireless is accounted for as an equity method investment in accordance with ASC 323 "*Investments – Equity Method and Joint Ventures*" and included within "*Other non-current assets, net*" in the consolidated balance sheet.

Patents

During 2023, we incurred an impairment of $ 2.5 million on Convida's sale of a portion of its patent portfolio, which was included within " *Research and portfolio development*" expenses in the consolidated statement of income. We determined the fair value based upon evaluation of market conditions.

During 2021, we recognized a $ 13.2 million impairment, resulting from our restructuring activities as described in Note 20, " *Restructuring Activities*", which was included within "*Restructuring activities*" expenses in the consolidated statement of income.

Also during 2021, we renewed our multi-year, worldwide, non-exclusive patent license agreement with Sony and a portion of the future consideration for the agreement was in the form of patents. These patents transferred during 2022 and we have determined the estimated fair value of the patents for determining the transaction price for revenue recognition purposes, which was estimated to be $ 30.1 million utilizing the income and market approach. The value will be amortized as a non-cash expense over the patents' estimated useful lives.

We estimated the fair value of the patents in these transactions using one of, or a combination of, an analysis of comparable market transactions (the market approach), a discounted cash flow analysis (the income approach) and/or by quantifying the amount of money required to replace the future service capability of the assets (the cost approach). For the market approach, judgment was applied as to which market transactions were most comparable to the transaction. For the income approach, the inputs and assumptions used to develop these estimates were based on a market participant perspective and included estimates of projected royalties, discount rates, economic lives and income tax rates, among others. For the cost approach, we utilized the historical cost of assets of similar technologies to determine the estimated replacement cost, including research, development, testing and patent application fees.

7. PROPERTY AND EQUIPMENT

Property and equipment, net is comprised of the following (in thousands):

	December 31,	
	2023	2022
Computer equipment and software	$ 15,990	$ 15,144
Leasehold improvements	14,802	12,636
Building and improvements	3,517	3,517
Engineering and test equipment	1,061	1,317
Furniture and fixtures	506	670
Property and equipment, gross	35,876	33,284
Less: accumulated depreciation	(24,310)	(21,946)
Property and equipment, net	$ 11,566	$ 11,338

Depreciation expense was $ 4.1 million, $ 4.9 million and $ 5.6 million in 2023, 2022 and 2021, respectively.

8. PATENTS AND GOODWILL

Patents

As of December 31, 2023 and 2022, patents consisted of the following (in thousands, except for useful life data):

	December 31,	
	2023	2022
Weighted average estimated useful life (years)	10.0	10.0
Gross patents	$ 1,040,912	$ 1,018,957
Accumulated amortization	(727,911)	(664,958)
Patents, net	$ 313,001	$ 353,999

Amortization expense related to capitalized patent costs was $ 73.1 million, $ 73.4 million and $ 71.5 million in 2023, 2022 and 2021, respectively. These amounts are recorded within the "*Research and portfolio development"* expense line of our consolidated statements of income.

The estimated aggregate amortization expense for the next five years related to our patents balance as of December 31, 2023 is as follows (in thousands):

2024	$ 63,925
2025	60,171
2026	52,056
2027	47,292
2028	27,690

Goodwill

The following table shows the change in the carrying amount of our goodwill balance from December 31, 2021 to December 31, 2023, all of which is allocated to our one reportable segment (in thousands):

Goodwill balance as of December 31, 2021	$ 22,421
Activity	—
Goodwill balance as of December 31, 2022	$ 22,421
Activity	—
Goodwill balance as of December 31, 2023	$ 22,421

Table of Contents

9. OTHER ASSETS AND LIABILITIES

The amounts included in "*Prepaid and other current assets* " in the consolidated balance sheet as of December 31, 2023 and 2022 were as follows (in thousands):

	December 31,	
	2023	2022
Tax receivables	$ 19,835	$ 64,117
Prepaid assets	9,353	9,044
Restricted cash	5,885	9,682
Patents held for sale	—	4,000
Other current assets	8,903	2,873
Total Prepaid and other current assets	$ 43,976	$ 89,716

The amounts included in "*Other non-current assets, net*" in the consolidated balance sheet as of December 31, 2023 and 2022 were as follows (in thousands):

	December 31,	
	2023	2022
Tax receivables	$ 76,740	$ 29,370
Long-term investments	31,895	19,593
Goodwill	22,421	22,421
Right-of-use assets	15,746	18,034
Other non-current assets	2,854	6,302
Total Other non-current assets, net	$ 149,656	$ 95,720

The amounts included in "*Other accrued expenses*" in the consolidated balance sheet as of December 31, 2023 and 2022 were as follows (in thousands):

	December 31,	
	2023	2022
Customer deposit	$ 76,100	$ —
Accrued legal fees	10,338	12,230
Other accrued expenses	11,604	11,276
Total Other accrued expenses	$ 98,042	$ 23,506

The amounts included in "*Other long-term liabilities*" in the consolidated balance sheet as of December 31, 2023 and 2022 were as follows (in thousands):

	December 31,	
	2023	2022
Deferred compensation liabilities	$ 18,413	$ 14,078
Operating lease liabilities	17,385	19,923
Other long-term liabilities	19,454	19,599
Total Other long-term liabilities	$ 55,252	$ 53,600

10. OBLIGATIONS

Long-term debt obligations, excluding the long-term debt resulting from the Technicolor Patent Acquisition, are comprised of the following (in thousands):

	December 31, 2023	December 31, 2022
3.50 % Senior Convertible Notes due 2027	$ 460,000	$ 460,000
2.00 % Senior Convertible Notes due 2024	126,174	126,174
Less: Deferred financing costs	(7,422)	(9,770)
Net carrying amount of the Convertible Notes	578,752	576,404
Less: Current portion of long-term debt	(578,752)	—
Long-term net carrying amount of the Convertible Notes	$ —	$ 576,404

There were no finance leases as of December 31, 2023 or December 31, 2022.

Maturities of principal of the long-term debt obligations of the Company as of December 31, 2023, excluding the long-term debt resulting from the Technicolor Patent Acquisition, are as follows (in thousands):

2024	$ 126,174
2025	—
2026	—
2027	460,000
2028 and thereafter	—
	$ 586,174

The 3.50 % Senior Convertible Notes due 2027 (the "2027 Notes") are convertible during the calendar quarter ending March 31, 2024 and therefore are classified as "*Current portion of long-term debt*" as of December 31, 2023 in our consolidated balance sheet. The current conversion rate of the Notes is 12.9041 shares of our Common Stock per $1,000 principal amount of the 2027 Notes. Upon the conversion of any 2027 Notes, we will pay cash up to the aggregate principal amount of the 2027 Notes to be converted, and will pay cash, shares of our Common Stock or a combination of cash and shares of its Common Stock for any conversion obligation in excess of the aggregate principal amount being converted, if any, at the Company's election, as set forth in the Indenture governing the 2027 Notes.

2027 Notes, and Related Note Hedge and Warrant Transactions

On May 27, 2022 we issued $ 460.0 million in aggregate principal amount of the 2027 Notes. The net proceeds from the issuance of the 2027 Notes, after deducting the initial purchasers' transaction fees and offering expenses, were approximately $ 450.0 million. The 2027 Notes bear interest at a rate of 3.50 % per year, payable in cash on June 1 and December 1 of each year, commencing on December 1, 2022, and mature on June 1, 2027, unless earlier redeemed, converted or repurchased.

The 2027 Notes will be convertible into cash up to the aggregate principal amount of the notes to be converted and in respect of the remainder, if any, of the Company's obligation in excess of the aggregate principal amount of the notes being converted, pay or deliver, as the case may be, cash, shares of the Company's common stock or a combination thereof, at the Company's election, at an initial conversion rate of 12.9041 shares of Common Stock per $1,000 principal amount of Notes (which is equivalent to an initial conversion price of approximately $ 77.49 per share). The conversion rate, and thus the conversion price, may be adjusted under certain circumstances, including in connection with conversions made following fundamental changes and under other circumstances as set forth in the indenture governing the 2027 Notes.

Prior to 5:00 p.m., New York City time, on the business day immediately preceding March 1, 2027, the notes will be convertible only under the following circumstances: (1) on any date during any calendar quarter (and only during such calendar quarter) beginning after September 30, 2022 if the closing sale price of the Common Stock was more than 130 % of the applicable conversion price on each applicable trading day for at least 20 trading days (whether or not consecutive) in the period of the 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter; (2) if the Company distributes to all or substantially all holders of the Common Stock any rights, options or warrants (other than in connection with a stockholder rights plan prior to separation of such rights from the shares of the Common Stock) entitling them to purchase, for a period of 45 calendar days or less from the issuance date for such distribution, shares of Common Stock at a price per share less than the average closing sale price for the ten consecutive trading day period ending on, and including, the trading day immediately preceding the declaration date for such distribution; (3) if the Company distributes to all or substantially all holders of the Common Stock any cash or other assets, debt securities or rights to purchase the Company's securities (other than pursuant to a rights plan), which distribution has a per share value exceeding 10 % of the closing sale price of the Common Stock on the trading day immediately preceding the declaration date for such distribution; (4) if the Company engages in certain corporate transactions as described in the indenture governing the 2027 Notes; (5) if the Company calls the notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; (6) during a specified period if a fundamental change (as defined in the indenture governing the 2027 Notes) occurs; or (7) during the five consecutive business day period following any five consecutive trading day period in which the trading price for the notes for each day during such five trading day period was less than 98 % of the closing sale price of the Common Stock multiplied by the applicable conversion rate on each such trading day. Commencing on March 1, 2027, the notes will be convertible in multiples of $ 1,000 principal amount, at any time prior to 5:00 p.m., New York City time, on the second scheduled trading day immediately preceding the maturity date of the notes.

The Company may not redeem the notes prior to June 5, 2025. The Company may redeem for cash all or any portion of the notes, at the Company's option, on or after June 5, 2025, if the last reported sale price of the Common Stock has been at least 130 % of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which the Company provides notice of redemption, during any 30 consecutive trading day period ending on and including the trading day preceding the date on which the Company provides notice of redemption at a redemption price equal to 100 % of the principal amount of the notes to be redeemed, plus any accrued and unpaid interest to, but excluding the redemption date.

If a fundamental change (as defined in the indenture governing the 2027 Notes) occurs, holders may require the Company to purchase all or a portion of their Notes for cash at a repurchase price equal to 100 % of the principal amount of the notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

The 2027 Notes are the Company's senior unsecured obligations and rank equally in right of payment with any of the Company's current and any future senior unsecured indebtedness, including its 2.00 % senior convertible notes due 2024 (the "2024 Notes" and together with the 2027 Notes, the "Convertible Notes"). The 2027 Notes are effectively subordinated to all of the Company's future secured indebtedness to the extent of the value of the related collateral, and the 2027 Notes are structurally subordinated to indebtedness and other liabilities, including trade payables, of the Company's subsidiaries.

On May 24 and May 25, 2022, in connection with the offering of the 2027 Notes, we entered into convertible note hedge transactions (collectively, the "2027 Note Hedge Transactions") that cover, subject to customary anti-dilution adjustments, approximately 5.9 million shares of common stock, in the aggregate, at a strike price that initially corresponds to the initial conversion price of the 2027 Notes, subject to adjustment, and are exercisable upon any conversion of the 2027 Notes. The aggregate cost of the 2027 Note Hedge Transactions was $ 80.5 million.

Also on May 24 and May 25, 2022, we also entered into privately negotiated warrant transactions (collectively, the "2027 Warrant Transactions" and, together with the 2027 Note Hedge Transactions, the "2027 Call Spread Transactions"), whereby we sold warrants to acquire, subject to customary anti-dilution adjustments, approximately 5.9 million shares of common stock at a weighted average strike price of $ 106.35 per share, subject to adjustment. As consideration for the 2027 Warrant Transactions, we received aggregate proceeds of $ 43.7 million. The net cost of the 2027 Call Spread Transactions was $ 36.8 million, which was funded out of the net proceeds from the offering of the 2027 Notes.

Accounting Treatment of the 2027 Notes and Related Convertible Note Hedge and Warrant Transactions

The 2027 Call Spread Transactions were classified as equity and the 2027 Notes were classified as long-term debt. The effective interest rate is approximately 4.02 %.

In connection with the above-noted transactions, the Company incurred approximately $ 9.9 million of directly related costs, which were capitalized as deferred financing costs and as a reduction of long-term debt. These costs are being amortized as interest expense over the term of the debt using the effective interest method.

2024 Senior Convertible Notes, and Related Note Hedge and Warrant Transactions

On June 3, 2019 we issued $ 400.0 million in aggregate principal amount of 2.00 % Senior Convertible Notes due 2024 (the "2024 Notes"). The net proceeds from the issuance of the 2024 Notes, after deducting the initial purchasers' transaction fees and offering expenses, were approximately $ 391.6 million. The 2024 Notes bear interest at a rate of 2.00 % per year, payable in cash on June 1 and December 1 of each year, commencing on December 1, 2019, and mature on June 1, 2024, unless earlier converted or repurchased.

The 2024 Notes were initially convertible into cash, shares of our common stock or a combination thereof, at our election, at an initial conversion rate of 12.3018 shares of common stock per $1,000 principal amount of 2024 Notes (which is equivalent to an initial conversion price of approximately $ 81.29 per share), as adjusted pursuant to the terms of the indenture governing the 2024 Notes (the "Indenture"). The conversion rate of the 2024 Notes, and thus the conversion price, may be adjusted in certain circumstances, including in connection with a conversion of the 2024 Notes made following certain fundamental changes and under other circumstances set forth in the Indenture. As of December 31, 2020, we made the irrevocable election to settle all conversions of the 2024 Notes through combination settlements of cash and shares of common stock, with a specified dollar amount of $ 1,000 per $1,000 principal amount of 2024 Notes and any remaining amounts in shares of common stock.

Prior to 5:00 p.m., New York City time, on the business day immediately preceding March 1, 2024, the 2024 Notes will be convertible only under certain circumstances as set forth in the Indenture, including on any date during any calendar quarter (and only during such calendar quarter) beginning after September 30, 2019 if the closing sale price of the common stock was more than 130 % of the applicable conversion price (approximately $ 105.68 based on the current conversion price of the 2024 Notes) on each applicable trading day for at least 20 trading days (whether or not consecutive) in the period of the 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter.

Commencing on March 1, 2024, the 2024 Notes will be convertible at any time prior to 5:00 p.m., New York City time, on the second scheduled trading day immediately preceding the maturity date of the 2024 Notes.

The Company may not redeem the 2024 Notes prior to their maturity date.

If a fundamental change (as defined in the Indenture) occurs, holders may require the Company to purchase all or a portion of their 2024 Notes for cash at a repurchase price equal to 100 % of the principal amount of the 2024 Notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date. The 2024 Notes are our senior unsecured obligations and rank equally in right of payment with any of our current and any future senior unsecured indebtedness. The 2024 Notes are effectively subordinated to all of our future secured indebtedness to the extent of the value of the related collateral, and the 2024 Notes are structurally subordinated to indebtedness and other liabilities, including trade payables, of our subsidiaries.

On May 29 and May 31, 2019, in connection with the offering of the 2024 Notes, we entered into convertible note hedge transactions (collectively, the “2024 Note Hedge Transactions”) that cover, subject to customary anti-dilution adjustments, approximately 4.9 million shares of common stock, in the aggregate, at a strike price that initially corresponds to the initial conversion price of the 2024 Notes, subject to adjustment, and are exercisable upon any conversion of the 2024 Notes. The aggregate cost of the 2024 Note Hedge Transactions was $ 72.0 million.

On May 29 and May 31, 2019, we also entered into privately negotiated warrant transactions (collectively, the “2024 Warrant Transactions” and, together with the 2024 Note Hedge Transactions, the “2024 Call Spread Transactions”), whereby we sold warrants to acquire, subject to customary anti-dilution adjustments, approximately 4.9 million shares of common stock at an initial strike price of $ 109.43 per share, subject to adjustment. As consideration for the 2024 Warrant Transactions, we received aggregate proceeds of $ 47.6 million. The net cost of the 2024 Call Spread Transactions was $ 24.4 million.

The net proceeds from the issuance of the 2024 Notes, after deducting fees and offering expenses, were used for the following: (i) $ 232.7 million was used to repurchase $ 221.1 million in aggregate principal amount of the 1.50 % Senior Convertible Notes that were due 2020 in privately negotiated transactions concurrently with the offering of the 2024 Notes, (ii) $ 19.6 million was used to repurchase shares of common stock at $ 62.53 per share, the closing price of the stock on May 29, 2019; and (iii) $ 24.4 million, in addition to the proceeds from the 2024 Warrant Transactions discussed above, was used to fund the cost of the 2024 Call Spread Transactions.

In 2022, the Company repurchased $ 273.8 million in aggregate principal amount of the 2024 Notes in privately negotiated transactions concurrently with the offering of the 2027 Notes. We specifically negotiated the repurchase of the 2024 Notes with investors who concurrently purchased the 2027 Notes, such that their purchase of the 2027 Notes funded our repurchase of the 2024 Notes. As a result of the partial repurchase of the 2024 Notes, $ 126.2 million in aggregate principal amount of the 2024 Notes remained outstanding as of December 31, 2022. Additionally, in connection with the partial repurchase of the 2024 Notes, the Company entered into partial unwind agreements that amend the terms of the 2024 Note Hedge Transactions to reduce the number of options corresponding to the principal amount of the repurchased 2024 Notes. The unwind agreements also reduce the number of warrants exercisable under the 2024 Warrant Transactions. As a result of the partial unwind transactions, approximately 1.6 million shares of common stock in the aggregate were covered under each of the 2024 Note Hedge Transactions and the 2024 Warrant Transactions as of December 31, 2022. As of December 31, 2022, the warrants under the 2024 Warrant Transactions had a strike price of approximately $ 109.43 per share, as adjusted. Proceeds received from the unwind of the 2024 Note Hedge Transactions were $ 11.9 million, and consideration paid for the unwind of the 2024 Warrant Transactions was $ 3.8 million, resulting in net proceeds received of $ 8.0 million for the combined unwind transactions.

Because the concurrent redemption of the 2024 Notes and a portion of issuance of the 2027 Notes were executed with the same investors, we evaluated the transaction as a debt restructuring, on a creditor by creditor basis. The accounting conclusion was based on whether the exchange was a contemporaneous exchange of cash between the same debtor and creditor in connection with the issuance of a new debt obligation and satisfaction of an existing debt obligation by the debtor and if it was determined to have substantially different terms. All creditors involved in the repurchase transaction also purchased 2027 Notes in approximately the same or greater amount as the 2024 Notes principal repurchased. Additionally, the repurchase of the 2024 Notes and issuance of the 2027 Notes were deemed to have substantially different terms on the basis that the fair value of the conversion feature increased by more than 10% of the carrying value of the 2024 Notes, and therefore, the repurchase of the 2024 Notes was accounted for as a debt extinguishment. We recognized a $ 11.2 million loss on extinguishment of debt during 2022 in connection with this repurchase, which is included within "Other (expense) income, net" in the consolidated statement of income. The loss on extinguishment represents the difference between the fair value of consideration paid to reacquire the 2024 Notes and the carrying amount of the debt, including any unamortized debt issuance costs attributable to the 2024 Notes redeemed. The remaining unamortized debt issuance costs of $ 1.2 million will continue to be amortized throughout the remaining life of the 2024 Notes.

The following table presents the amount of interest cost recognized for the years ended December 31, 2023, 2022 and 2021 related to the contractual interest coupon and the amortization of financing costs (in thousands):

	For the Year Ended December 31,						
	2023			2022			2021
	2027 Notes	2024 Notes	Total	2027 Notes	2024 Notes	Total	2024 Notes
Contractual coupon interest	$ 16,100	$ 2,523	$ 18,623	$ 9,526	$ 4,760	$ 14,286	$ 8,000
Amortization of financing costs	1,768	580	2,348	990	1,018	2,008	1,627
Total	$ 17,868	$ 3,103	$ 20,971	$ 10,516	$ 5,778	$ 16,294	$ 9,627

Madison Arrangement

In conjunction with the Technicolor Patent Acquisition, we assumed Technicolor's rights and obligations under the Madison Arrangement, which commenced in 2015. The Madison Arrangement falls under the scope of ASC 808, *Collaborative Arrangements.*

Under the Madison Arrangement, Technicolor and Sony combined portions of their respective digital TV ("DTV") and computer display monitor ("CDM") patent portfolios and created a combined licensing opportunity to DTV and CDM manufacturers. Per an Agency and Management Services Agreement ("AMSA") entered into upon the creation of the Madison Arrangement, Technicolor was initially appointed as sole licensing agent of the arrangement, and InterDigital has now assumed that role. As licensing agent, we are responsible for making decisions regarding the prosecution and maintenance of the combined patent portfolio and the licensing and enforcement of the combined patent portfolio in the field of use of DTVs and CDMs on an exclusive basis during the term of the AMSA in exchange for an agent fee.

We were deemed to be the principal in this collaborative arrangement under ASC 808, and, as such, in accordance with ASC 606-10-55-36, *Revenue From Contracts with Customers - Principal Agent Considerations*, we record revenues generated on sales to third parties and costs incurred on a gross basis in the consolidated statements of income. Therefore, we recognize all royalties from customers as revenue and payments to Sony for its royalty share as operating expenses within the consolidated statements of income. Cost reimbursements for expenses incurred resulting from fulfilling the duties of the licensing agent are recorded as contra expenses. During the years ended December 31, 2023, 2022, and 2021, gross revenues recorded related to the Madison Arrangement were $ 12.3 million, $ 14.5 million, and $ 26.1 million, respectively. Net operating expenses related to the Madison Arrangement during the years ended December 31, 2023, 2022, and 2021 were $ 6.2 million, $ 7.9 million and $ 18.9 million, including $ 3.3 million, $ 5.3 million, and $ 11.9 million related to revenue sharing, respectively, and are reflected primarily within " *Licensing*" expenses in the consolidated statement of income.

Long-term debt

An affiliate of CPPIB Credit Investments Inc. ("CPPIB Credit"), a wholly owned subsidiary of Canada Pension Plan Investment Board, is a third-party investor in the Madison Arrangement. CPPIB Credit has made certain payments to Technicolor and Sony and has agreed to contribute cash to fund certain capital reserve obligations under the arrangement in exchange for a percentage of future revenues, specifically through September 11, 2030 in regard to the Technicolor patents.

Upon our assumption of Technicolor's rights and obligations under the Madison Arrangement, our relationship with CPPIB Credit met the criteria in ASC 470-10-25, *Sales of Future Revenues or Various Other Measures of Income* ("ASC 470"), which relates to cash received from an investor in exchange for a specified percentage or amount of revenue or other measure of income of a particular product line, business segment, trademark, patent, or contractual right for a defined period. Under this guidance, we recognized the fair value of our contingent obligation to CPPIB Credit, as of the acquisition date, as long-term debt in our consolidated balance sheet. This initial fair value measurement was based on the perspective of a market participant and includes significant unobservable inputs which are classified as Level 3 inputs within the fair value hierarchy. The fair value of the long-term debt as of December 31, 2023 is disclosed within Note 6, "*Concentration of Credit Risk and Fair Value of Financial Assets and Financial Liabilities"*. Our repayment obligations are contingent upon future royalty revenues generated from the Madison Arrangement and there are no minimum or maximum payments under the arrangement.

Under ASC 470, amounts recorded as debt shall be amortized under the interest method. At each reporting period, we review the discounted expected future cash flows over the life of the obligation. The Company made an accounting policy election to utilize the catch-up method when there is a change in the estimated future cash flows, whereby we will adjust the carrying amount of the debt to the present value of the revised estimated future cash flows, discounted at the original effective interest rate, with a corresponding adjustment recognized as interest expense within "*Interest expense*" in the consolidated statements of income. The effective interest rate as of the acquisition date was approximately 14.5 %. This rate represents the discount rate that equates the estimated future cash flows with the fair value of the debt as of the acquisition date, and is used to compute the amount of interest to be recognized each period based on the estimated life of the future revenue streams. During the year ended December 31, 2023, we recognized a $ 1.6 million net reduction of interest expense within "*Interest expense*" in the consolidated statements of income due to a change in estimate resulting from updated estimated cash outflows owed under the arrangement. During the years ended December 31, 2022 and 2021, we recognized $ 3.6 million, and $ 2.9 million, respectively, of interest expense related to this debt which is included within "*Interest expense*" in the consolidated statements of income. Any future payments made to CPPIB Credit, or additional proceeds received from CPPIB Credit, will decrease or increase the long-term debt balance accordingly.

Restricted cash

Under the Madison Arrangement, the parties reserve cash in bank accounts to fund our activities to manage the portfolios. These accounts are custodial accounts for which the funds are restricted for this purpose. As of December 31, 2023 and 2022, the Company had $ 5.9 million and $ 9.7 million, respectively, of restricted cash included within the consolidated balance sheet attributable to the Madison Arrangement. Refer to Note 5, "*Cash, Cash Equivalents, Restricted Cash and Marketable Securities",* for a reconciliation of cash, cash equivalents, and restricted cash within the consolidated balance sheets.

Technicolor Contingent Consideration

As part of the Technicolor Acquisitions, we entered into a revenue-sharing arrangement with Technicolor that created a contingent consideration liability, which is accounted for under *ASC 450 - Contingencies* under the asset acquisition framework when the liability is deemed probable and estimable. Under the revenue-sharing arrangement, Technicolor receives 42.5 % of future cash receipts from new licensing efforts from the Madison Arrangement only, subject to certain conditions and hurdles. As of December 31, 2023 and 2022, the contingent consideration liability from the revenue-sharing arrangement was deemed not probable and is therefore not reflected within the consolidated financial statements.

11. COMMITMENTS

Minimum future payments for accounts payable and other purchase commitments, excluding commenced long-term operating leases for office space, as of December 31, 2023 were as follows (in thousands):

2024	$	11,518
2025		192
2026		175
2027		181
2028		186
Thereafter		490

Refer to Note 10, "*Obligations*," for details of the Company's long-term debt obligations and the revenue-sharing arrangement with Technicolor resulting from the Technicolor Acquisitions. Refer to Note 17, "*Leases*," for maturities of the Company's operating lease liabilities as of December 31, 2023.

Defined Benefit Plans

In connection with the Technicolor Acquisitions, we assumed certain defined benefit plans which are accounted for in accordance with *ASC 715 - Compensation - Retirement Benefits*. These plans include a retirement lump sum indemnity plan and jubilee plan, both of which provide benefit payments to employees based upon years of service and compensation levels. As part of the Company's announced restructuring plan, as discussed below in Note 20, "*Restructuring Activities*", the number of employees under the Company's plan was significantly reduced. The Company revalued the projected benefit obligation and recognized a $ 2.3 million gain on curtailment during 2021, which was included within "*Other income (expense), net*" in the consolidated statement of income.

As of December 31, 2023 and 2022, the combined accumulated projected benefit obligation related to these plans totaled $ 4.9 million and $ 3.4 million, respectively. Service cost and interest cost for the combined plans totaled less than $ 0.5 million in each of the years ended December 31, 2023, 2022 and 2021. The weighted average discount rate and assumed salary increase rate for these plans were 3.3 % and 3.0 %, respectively. These plans are not required to be funded and were not funded as of December 31, 2023.

Expected future benefit payments under these plans as of December 31, 2023 were as follows (in thousands):

2024	$	399
2025		93
2026		109
2027		305
2028		262
2027-2031		3,136

12. LITIGATION AND LEGAL PROCEEDINGS

ARBITRATIONS AND COURT PROCEEDINGS

Lenovo

UK Proceedings

On August 27, 2019, the Company and certain of its subsidiaries filed a claim in the UK High Court against Lenovo Group Limited and certain of its subsidiaries. The claim, as amended, alleges infringement of five of the Company’s patents relating to 3G and/or 4G/LTE standards: European Patent (UK) Nos. 2,363,008; 2,421,318; 2,485,558; 2,557,714; and 3,355,537. The Company sought, among other relief, injunctive relief to prevent further infringement of the asserted patents or, in the alternative, a determination of the terms of a FRAND license.

On July 29, 2021, the UK High Court issued its decision regarding the first technical trial finding European Patent (UK) No. 2,485,558 valid, infringed, and essential to Release 8 of LTE. Lenovo appealed this decision, and on January 19, 2023, the UK Court of Appeal upheld the UK High Court's findings that Lenovo is infringing on InterDigital's valid and essential patent. On January 6, 2022, the UK High Court issued its decision regarding the second technical trial finding European Patent (UK) No. 3,355,537 invalid, but essential and infringed but for the finding of invalidity. The Company appealed this decision as legally erroneous, and on February 9, 2023, the UK Court of Appeal allowed the appeal, finding that Lenovo is infringing on InterDigital's valid and essential patent. On January 31, 2023, the UK High Court issued its decision regarding the third technical trial finding European Patent (UK) No. 2,421,318 valid, essential, and infringed. On March 7, 2023, the UK High Court issued an order staying all deadlines with respect to the fourth and fifth technical trials. On March 16, 2023, the UK High Court issued its order regarding judgement in the trial to determine how much Lenovo must pay for a license to the Company's portfolio of cellular assets, awarding the Company a lump sum of $ 138.7 million for such license through December 31, 2023. On June 27, 2023, the court issued an order awarding the Company an additional $ 46.2 million, thus increasing the total award to $ 184.9 million, which was paid on July 11, 2023. The court also found that the Company should pay a portion of Lenovo's costs and granted both parties permission to appeal on certain grounds. Both parties filed Appellant's Notices and the appeals were docketed on July 31, 2023. On September 19, 2023, the Court of Appeal granted the Company permission to appeal on all its requested grounds. The appeal is scheduled to be heard on June 10, 2024.

On September 24, 2023, Lenovo filed a new claim in the UK High Court against the Company. The claim alleges invalidity of two of the Company's patents relating to 4G/LTE standards: European Patent (UK) Nos. 2,557,714 and 2,557,715. Lenovo sought, among other relief, a declaration that the patents at issue are invalid, not essential, and not infringed, revocation of the patents at issue, and a declaration that, upon expiration of the current license in 2023, Lenovo is licensed under terms to be determined by the UK High Court through 2028 or, in the alternative, a determination of the terms of a FRAND license. On October 19, 2023, Lenovo filed a request for an order that the Company indicate whether it is prepared to give an unconditional undertaking to enter into a global license on terms set by the UK Court, or failing that, a declaration that the Defendants are unwilling licensors; a hearing was held on December 12, 2023 where Lenovo agreed to stay its application. On November 22, 2023, the Company filed a jurisdiction challenge; a hearing on the jurisdiction challenge is to take place around April 24, 2024. On November 28, 2023, Lenovo filed an application seeking an expedited FRAND trial and an interim license until a FRAND decision is issued in the UK. A hearing on the interim license was set for after February 26, 2024, and a hearing on Lenovo's request for an expedited FRAND trial will take place after the interim license and jurisdiction challenge issues are resolved.

District of Delaware Patent Proceedings

On August 28, 2019, the Company and certain of its subsidiaries filed a complaint in the United States District Court for the District of Delaware (the "Delaware District Court") against Lenovo Holding Company, Inc. and certain of its subsidiaries alleging that Lenovo infringes eight of the Company's U.S. patents-U.S. Patent Nos. 8,085,665; 8,199,726; 8,427,954; 8,619,747; 8,675,612; 8,797,873; 9,203,580; and 9,456,449-by making, using, offering for sale, and/or selling Lenovo wireless devices with 3G and/or 4G LTE capabilities. As relief, InterDigital is seeking: (a) a declaration that the Company is not in breach of its relevant FRAND commitments with respect to Lenovo; (b) to the extent Lenovo does not agree to negotiate a worldwide patent license, does not agree to enter into binding international arbitration to set the terms of a FRAND license, and does not agree to be bound by the terms to be set by the UK High Court in the separately filed UK proceedings described above, an injunction prohibiting Lenovo from continued infringement; (c) damages, including enhanced damages for willful infringement and supplemental damages; and (d) attorneys' fees and costs.

On September 16, 2020, the Delaware District Court entered a schedule for the case, setting a patent jury trial. On March 8, 2021, the Delaware District Court held a claim construction hearing, and the court issued its order on May 10, 2021, construing various disputed terms. On March 24, 2021, the Delaware District Court consolidated the antitrust proceeding discussed below with this patent proceeding. On April 25, 2022, the parties filed a stipulation to stay only the claims relating to U.S. Patent No. 8,199,726. The stipulation was granted. On January 13, 2023, Lenovo filed a motion to sever and stay the Company's patent infringement claims, requesting that its Sherman Act and breach of FRAND claims proceed to trial. On June 30, 2023, the parties submitted an update to the Court requesting that the entire case be stayed, and on July 18, 2023, the court ordered that the case be stayed pending resolution of all appeals in the UK proceedings.

District of Delaware Antitrust Proceedings

On April 9, 2020, Lenovo (United States) Inc. and Motorola Mobility LLC filed a complaint in the Delaware District Court against the Company and certain of its subsidiaries. The complaint alleges that the Company defendants have violated Sections 1 and 2 of the Sherman Act in connection with, among other things, their licensing of 3G and 4G standards essential patents ("SEPs"). The complaint further alleges that the Company defendants have violated their commitment to the ETSI with respect to the licensing of 3G and 4G SEPs on FRAND terms and conditions. The complaint seeks, among other things (i) rulings that the Company defendants have violated Sections 1 and 2 of the Sherman Act and are liable for breach of their ETSI FRAND commitments, (ii) a judgment that the plaintiffs are entitled to a license with respect to the Company's 3G and 4G SEPs on FRAND terms and conditions, and (iii) injunctions against any demand for allegedly excessive royalties or enforcement of the Company defendants' 3G and 4G U.S. SEPs against the plaintiffs or their customers via patent infringement proceedings.

On June 22, 2020, the Company filed a motion to dismiss Lenovo's Sherman Act claims with prejudice, and to dismiss Lenovo's breach of contract claim with leave to re-file as a counterclaim in the Company's legal proceeding against Lenovo in the Delaware District Court discussed above.

On March 24, 2021, the Delaware District Court ruled on the Company's motion to dismiss. The Delaware District Court dismissed the Sherman Act Section 1 claim without prejudice, denied the motion to dismiss the Sherman Act Section 2 claim, and consolidated the Section 2 and breach of contract claims with Company's Delaware patent proceeding discussed above. Accordingly, these claims have been stayed pending resolution of all appeals in the UK proceedings.

International Trade Commission and Companion District Court Proceedings

On September 1, 2023, the Company and certain of its subsidiaries filed a complaint in the United States International Trade Commission (the "International Trade Commission") against Lenovo Group Ltd. and certain of its subsidiaries alleging that Lenovo infringes five of the Company's U.S. patents (U.S. Patent Nos. 10,250,877, 8,674,859, 9,674,556, 9,173,054, and 8,737,933) by making, using, offering for sale, and/or selling certain electronic devices, including smartphones, computers, tablet computers, and components thereof that infringe certain claims of the asserted patents. As relief, the Company is seeking: (a) a limited exclusion order against Lenovo barring from entry into the United States all of Lenovo's products that infringe the asserted patents; (b) cease and desist orders prohibiting Lenovo from importing, selling, offering for sale, marketing, advertising, and distributing, infringing products; and (c) a bond during the 60-day Presidential review period. On October 5, 2023, the International Trade Commission instituted the requested investigation. The hearing has been scheduled for June 26 – July 2, 2024. The Initial Determination is expected to be issued by November 21, 2024, and the Final Determination is expected to be issued by March 21, 2025.

On September 1, 2023, the Company and certain of its subsidiaries filed a complaint in the United States District Court for the Eastern District of North Carolina (the "North Carolina District Court") against Lenovo Group Ltd. and certain of its subsidiaries alleging that Lenovo infringes five of the Company's U.S. patents (U.S. Patent Nos. 10,250,877, 8,674,859, 9,674,556, 9,173,054, and 8,737,933) by making, using, offering for sale, and/or selling Lenovo smartphones, computers (including both laptop and desktop), and tablet computers that utilize the Company's patented technology. As relief, the Company is seeking: (a) a finding that Lenovo is liable for infringement of the asserted patents; (b) an injunction against further infringement; (c) damages, including enhanced damages for willful infringement and supplemental damages; and (d) costs. Lenovo filed its answer and counterclaims and motion to dismiss a portion of the complaint on October 10, 2023, which remains pending. On October 31, 2023, the Company filed its answer to Lenovo's counterclaims, an amended complaint, as well as a motion to dismiss certain of Lenovo's counterclaims, which is pending.

China Proceedings

On April 10, 2020, Lenovo (Beijing) Ltd. and certain of its affiliates filed a complaint against the Company and certain of its subsidiaries in the Beijing Intellectual Property Court (the "Beijing IP Court") seeking a determination of the FRAND royalty rates payable for the Company's Chinese 3G, 4G and 5G SEPs. On February 20, 2021, the Company filed an application challenging the jurisdiction of the Beijing IP Court to take up Lenovo's complaint. On November 15, 2021, the Beijing IP Court denied the jurisdictional challenge, and the Company filed an appeal with the Supreme People's Court of the People's Republic of China (the "SPC") on December 14, 2021. That appeal was denied by the SPC on September 5, 2022, and the case was sent back to the Beijing IP Court. On November 9, 2022, the Company filed a petition to stay the case. On June 12, 2023, the Beijing IP Court decided not to dismiss or stay the case. On December 5, 2023, Lenovo filed a request to withdraw the proceedings, and on December 29, 2023, the Beijing IP Court granted Lenovo's request.

On November 26, 2021, the Company was informed that Lenovo had purportedly filed an additional complaint against the Company in the Wuhan Intermediate People's Court (the "Wuhan Court") seeking a determination of a global FRAND royalty rate for the period from 2024 to 2029 for the Company's 3G, 4G, and 5G SEPs. On April 16, 2022, the Company filed an application challenging, among other things, process of service and the jurisdiction of the Wuhan Court. The application was denied on August 7, 2023. The Company filed an appeal before the SPC on September 4, 2023. On December 19, 2023, Lenovo filed a request to withdraw the proceedings, and on January 15, 2024, the Beijing IP Court granted Lenovo's request.

Germany Proceedings

On March 25, 2022, March 28, 2022, and April 6, 2022, the Company and certain of its subsidiaries filed patent infringement claims in the Munich and Mannheim Regional Courts against Lenovo and certain of its affiliates, alleging infringement of European Patent Nos. 2,449,782; 2,452,498; 3,624,447 and 3,267,684 relating to HEVC standards. The Company sought, among other relief, injunctive relief to prevent further infringement of the asserted patents. On September 21, 2023, the parties entered into a patent license agreement regarding the Company's HEVC portfolio. On October 4, 2023, the Company filed motions to withdraw the litigations involving European Patent Nos. 2,449,782; 2,452,498; 3,624,447 and 3,267,684; the litigations were withdrawn on October 9, 2023. On September 22, 2023, the Company filed a complaint with the Munich Regional Court against Lenovo and certain of its affiliates, alleging infringement of European Patent No. 2,127,420, relating to cellular 4G/LTE and/or 5G standards. The Company is seeking, among other relief, injunctive relief to prevent further infringement of the asserted patents. A hearing regarding European Patent No. 2,127,420 is scheduled for March 21, 2024.

Oppo, OnePlus and realme

UK Proceedings

On December 20, 2021, the Company filed a patent infringement claim in the UK High Court against Guangdong Oppo Mobile Telecommunications Corp., Ltd. ("Oppo") and certain of its affiliates, OnePlus Technology (Shenzhen) Co., Ltd. ("OnePlus") and certain of its affiliates, and realme Mobile Telecommunications (Shenzhen) Co., Ltd. ("realme") and certain of its affiliates, alleging infringement of European Patent (UK) Nos. 2,127,420; 2,421,318; 2,485,558; and 3,355,537 relating to cellular 3G, 4G/LTE or 5G standards. The Company is seeking, among other relief, injunctive relief to prevent further infringement of the asserted patents.

On March 24, 2023, the parties agreed to stay all technical trials on the basis that European Patent No. 2,485,558 is valid and essential based on the result of Technical Trial A in the Lenovo UK proceedings. The FRAND trial to determine the royalties to be paid under the license with Oppo is scheduled to commence on March 1, 2024.

India Proceedings

On December 20, 2021 and December 22, 2021, the Company and certain of its subsidiaries filed patent infringement claims in the Delhi High Court in New Delhi, India against Oppo and certain of its affiliates, OnePlus and certain of its affiliates, and realme Mobile Telecommunication (India) Private Limited, alleging infringement of Indian Patent Nos. 262910, 295912, 313036, 320182, 319673, 242248, 299448, and 308108 relating to cellular 3G, 4G/LTE, and/or 5G, and HEVC standards. The Company is seeking, among other relief, injunctive relief to prevent further infringement of the asserted patents.

Germany Proceedings

On December 20, 2021, a subsidiary of the Company filed three patent infringement claims, two in the Munich Regional Court and one in the Mannheim Regional Court, against Oppo and certain of its affiliates, OnePlus and certain of its affiliates, and realme and certain of its affiliates, alleging infringement of European Patent Nos. 2,485,558; 2,127,420; and 2,421,318 relating to cellular 3G, 4G/LTE and/or 5G standards. The Company is seeking, among other relief, injunctive relief to prevent further infringement of the asserted patents. The Munich Regional Court held a hearing on March 2, 2023 regarding European Patent No. 2,127,420, and a second hearing was held on November 23, 2023. On December 21, 2023, the Munich Regional Court issued a decision finding infringement and issuing an injunction against Oppo. Oppo filed an appeal of this decision on January 22, 2024, which is pending. On March 10, 2023, the Munich Regional Court entered a stay of the proceedings regarding European Patent No. 2,485,558. On November 30, 2023, the Munich Regional Court entered a stay of proceedings regarding European Patent No. 2,421,318.

China Proceedings

On January 19, 2022, the Company was informed that Oppo had purportedly filed a complaint against the Company in the Guangzhou Intellectual Property Court (the "Guangzhou IP Court") seeking a determination of a global FRAND royalty rate for the Company's 3G, 4G, 5G, 802.11 and HEVC SEPs. On May 20, 2022, the Company filed an application challenging, among other things, process of service and the jurisdiction of the Guangzhou IP Court. On January 12, 2023, the Guangzhou IP Court denied the application. On February 28, 2023, the Company filed an appeal to the decision. The Supreme People's Court denied the appeal on September 7, 2023. An initial evidentiary hearing was held on October 13, 2023.

Spain Proceedings

On March 1, 2022, a subsidiary of the Company filed patent infringement claims in the Barcelona Commercial Courts against Oppo and certain of its affiliates, OnePlus and certain of its affiliates, and realme and certain of its affiliates. The Company filed its amended complaint on April 25, 2022, alleging infringement of European Patent Nos. 3,355,537; 2,485,558; 2,421,318; and 2,557,715 relating to cellular 3G, 4G/LTE and/or 5G standards. The Company is seeking, among other relief, injunctive relief to prevent further infringement of the asserted patents. Oppo filed its reply, invalidity counterclaims, and defenses on July 31. 2023. The Company filed its response to Oppo's counterclaims on December 20, 2023.

Samsung

The Company reached an agreement with Samsung Electronics Co. Ltd. ("Samsung") to enter into binding arbitration to determine the final terms of a renewed patent license agreement to certain of the Company's patents, which will be effective from January 1, 2023. The Company and Samsung have also agreed not to initiate certain claims against the other during the arbitration. On March 31, 2023, the Company filed a request for arbitration with the International Chamber of Commerce.

On July 21, 2023, the International Chamber of Commerce confirmed the full tribunal for the arbitration. The hearing has been scheduled for Summer of 2024 with an expected resolution in late 2024.

Tesla

On December 5, 2023, Tesla and certain of its subsidiaries filed a claim in the UK High Court against the Company and Avanci. The claim alleges invalidity of three of the Company's patents relating to 5G standards: European Patent (UK) Nos. 3,718,369, 3,566,413, and 3,455,985. Tesla sought, among other relief, a declaration that the patents at issue are invalid, not essential, and not infringed, revocation of the patents at issue, a declaration that the terms of the Avanci 5G Connected Vehicle platform license are not FRAND, and a determination of FRAND terms for a license between Tesla and Avanci covering its Avanci's 5G Connected Vehicle platform.

Other

We are party to certain other disputes and legal actions in the ordinary course of business, including arbitrations and legal proceedings with licensees regarding the terms of their agreements and the negotiation thereof. We do not currently believe that these matters, even if adversely adjudicated or settled, would have a material adverse effect on our financial condition, results of operations or cash flows. None of the preceding matters have met the requirements for accrual or disclosure of a potential range as of December 31, 2023, except as noted above.

13. COMPENSATION PLANS AND PROGRAMS

Compensation Programs

We use a variety of compensation programs to attract, retain and motivate our employees, and to more closely align employee compensation with company performance. These programs include, but are not limited to, short-term incentive awards tied to performance goals, cash awards to inventors for filed patent applications and patent issuances, and long-term incentives in the form of stock option awards, time-based RSU awards, performance-based RSU awards and cash awards.

Our long-term incentives typically include annual time-based RSU grants or cash awards with a three-year vesting period, as well as annual performance-based RSU grants or cash awards with a three to five-year performance period; as a result, in any one year, we are typically accounting for at least three active cycles. Additionally, from time to time, executive officers are awarded long term incentives or new hire grants that may include time-based RSUs, performance-based RSUs or options. We issue new shares of our common stock to satisfy our obligations under the share-based components of these programs. However, our Board of Directors has the right to authorize the issuance of treasury shares to satisfy such obligations in the future.

Equity Incentive Plans

On June 14, 2017, our shareholders adopted and approved the 2017 Equity Incentive Plan (the "2017 Plan"), under which officers, employees, non-employee directors and consultants can receive share-based awards such as RSUs, restricted stock and stock options as well as other stock or cash awards. The plan was amended in order to reserve an additional 1.8 million shares of our common stock for issuance under the 2017 Plan. Such amendment was adopted and approved by our shareholders on June 2, 2021.

From June 2009 through June 14, 2017, we granted equity awards pursuant to our 2009 Stock Incentive Plan (the "2009 Plan," and, together with the 2017 Plan, the "Equity Plans"), which was adopted and approved by our shareholders on June 4, 2009, and the material terms of which were re-approved on June 12, 2014. Upon the adoption of the 2017 Plan, the 2009 Plan was terminated and all shares remaining available for grant under the 2009 Plan were canceled. The number of shares available for issuance under the 2017 Plan, as amended, is equal to 4.2 million shares plus any shares subject to awards granted under the 2009 Plan that, on or after June 14, 2017, expire or otherwise terminate without having been exercised in full, or that are forfeited to or repurchased by us.

RSUs and Restricted Stock

We may issue RSUs to officers, employees, non-employee directors and consultants. Any cancellations of unvested RSUs granted under the Equity Plans will increase the number of shares remaining available for grant under the 2017 Plan. Time-based RSUs vest over periods generally ranging from 1 to 3 years from the date of the grant. Performance-based RSUs generally have a vesting period between 3 and 5 years. Milestone performance-based RSUs may vest at any time, upon achievement of the milestone goal, during the performance period, which is typically 5 years.

As of December 31, 2023, we had unrecognized compensation cost related to share-based awards of $ 27.8 million, at current performance accrual rates. For time-based grants with graded vesting, we expect to amortize the associated unrecognized compensation cost using an accelerated method. For time-based grants that cliff vest, we expect to amortize the associated unrecognized compensation cost as of December 31, 2023, on a straight-line basis generally over the remaining vesting period.

Vesting of performance-based RSU awards is subject to attainment of specific goals established by the Human Capital Committee of the Board of Directors. Depending upon performance achievement against these goals, the number of shares that vest can be anywhere from 0 to 3 times the target number of shares.

Information with respect to current RSU activity is summarized as follows (in thousands, except per share amounts):

	Number of Unvested RSUs	Weighted Average Per Share Grant Date Fair Value
Balance at December 31, 2022	1,180	$ 53.36
Granted*	535	73.80
Forfeited	(197)	55.07
Vested	(410)	54.95
Balance at December 31, 2023	1,108	$ 62.34

** These numbers include fewer than 0.1 million RSUs credited on unvested RSU awards as dividend equivalents. Dividend equivalents accrue with respect to unvested RSUs when and as cash dividends are paid on the Company's common stock, and vest if and when the underlying RSUs vest. Granted amounts include performance-based RSU awards at their maximum potential payout.*

During 2023, 2022 and 2021, we granted approximately 0.5 million, 0.7 million and 0.5 million RSUs under the Equity Plans, respectively, with weighted-average per share grant date fair values of $ 73.80 , $ 55.15 and $ 68.44 , respectively, assuming target payout for the performance-based awards. The total vest date fair value of the RSUs that vested in 2023, 2022 and 2021 was $ 31.0 million, $ 25.3 million and $ 22.6 million, respectively. The weighted average per share grant date fair value of the awards that vested in 2023, 2022 and 2021 was $ 54.95 , $ 67.29 and $ 62.44 , respectively.

Other Equity Grants

We grant equity awards to non-management Board members and may grant equity awards to certain consultants.

Stock Options

The 2009 Plan allowed, and the 2017 Plan allows, for the granting of incentive and non-qualified stock options, as well as other securities. The administrator of the Equity Plans, the Human Capital Committee of the Board of Directors, determines the number of options to be granted, subject to certain limitations set forth in the 2017 Plan. We grant stock options to a limited number of the employee base annually as part of our long-term incentive programs, which have generally vested over three years . During the year ended December 31, 2018, performance-based options were granted for the first time. The number of performance-based options which vest, if at all, is anywhere from 0 to 3 times the target number of options subject to the attainment of performance goals measured either during or at the end of the performance period. Performance-based options typically have a vesting period between three and five years . Milestone performance options may vest at any time, upon achievement of the milestone goal, during the performance period, which is typically 5 years.

Under the terms of the Equity Plans, the exercise price per share of each option, other than in the event of options granted in connection with a merger or other acquisition, cannot be less than 100 % of the fair market value of a share of common stock on the date of grant. Options granted under the Equity Plans are generally exercisable for a period of between 7 to 10 years from the date of grant and may vest on the grant date, another specified date, over a period of time and/or dependent upon the attainment of specified performance goals. We also have less than 0.1 million options outstanding under a prior stock plan that do not expire.

The fair value for option awards is computed using the Black-Scholes pricing model, whose inputs and assumptions are determined as of the date of grant and which require considerable judgment. Expected volatility was based upon a combination of implied and historic volatilities. The weighted-average grant date fair value per option award granted during the years ended December 31, 2023, 2022 and 2021 was $ 24.41 , $ 20.28 , and $ 23.04 , respectively, based upon the assumptions included in the table below:

	For the Year Ended December 31,		
	2023	2022	2021
Expected term (in years)	7.5	8.0	7.7
Expected volatility	32.8 %	36.3 %	35.7 %
Risk-free interest rate	3.6 %	2.2 %	1.3 %
Dividend yield	1.9 %	2.3 %	1.9 %

Information with respect to current year stock option activity is summarized as follows (in thousands, except per share amounts):

	Outstanding Options	Weighted Average Exercise Price
Balance at December 31, 2022	646	$ 60.08
Granted*	125	72.90
Forfeited	—	—
Exercised	(72)	17.38
Balance at December 31, 2023	699	$ 66.79

** Granted amounts include performance-based option awards at their maximum potential payout.*

The weighted average remaining contractual life of our outstanding options was 8.6 years as of December 31, 2023. Options with an indefinite contractual life, which were granted between 1983 and 1986 under a prior stock plan, were assigned an original life in excess of 50 years for purposes of calculating the weighted average remaining contractual life. The majority of these options have an exercise price between $ 9.00 and $ 11.63 .

The total intrinsic value of our outstanding options as of December 31, 2023 was $ 29.2 million. Of the 0.7 million outstanding options as of December 31, 2023, 0.3 million were exercisable with a weighted-average exercise price of $ 61.33 . Options exercisable as of December 31, 2023, had total intrinsic value of $ 12.9 million and a weighted average remaining contractual life of 9.4 years. The total intrinsic value of stock options exercised during the years ended December 31, 2023, 2022 and 2021 was $ 5.4 million, $ 0.3 million and $ 3.6 million, respectively. In 2023, we recorded cash received from the exercise of options of $ 1.3 million. Upon option exercise, we issued new shares of stock.

As of December 31, 2023, we had unrecognized compensation cost on our unvested stock options of $ 2.5 million, at current performance accrual rates. As of December 31, 2023 and 2022, we had approximately 0.7 million and 0.1 million options outstanding, respectively, that had exercise prices less than the fair market value of our stock at the respective balance sheet date. These options would have generated cash proceeds to the Company of $ 46.7 million and $ 1.1 million, respectively, if they had been fully exercised on those dates.

Defined Contribution Plans

We have a 401(k) plan ("Savings Plan") wherein employees can elect to defer compensation within federal limits. We match a portion of employee contributions. Our 401(k) contribution expense was approximately $ 1.1 million, $ 1.2 million and $ 1.3 million for 2023, 2022 and 2021, respectively. Additionally, the company contributed $ 0.3 million, $ 0.2 million and $ 3.4 million in 2023, 2022 and 2021, respectively, to other defined contribution plans, including InterDigital's Deferred Compensation Plan ("Deferred Plan").

Under the Deferred Plan, eligible US employees may make tax-deferred contributions that cannot be made under the 401(k) Plan due to Internal Revenue Service limitations. We match 50 % of a participant's contributions up to 6 % of the participant's applicable compensation. From time to time InterDigital makes discretionary company contributions to the Deferred Plan on behalf of a participant. The company contributed $ 0.1 million and $ 3.0 million to the Deferred Plan in 2023 and 2021, respectively. No such contributions were made in 2022.

14. TAXES

Our domestic/foreign pre-tax income consists of the following components for 2023, 2022 and 2021 (in thousands):

	For the Year Ended December 31,		
	2023	2022	2021
Pre-Tax Income by Jurisdiction			
Domestic	$ 242,780	$ 129,072	$ 77,943
Foreign	(8,170)	(11,509)	(20,387)
Total	$ 234,610	$ 117,563	$ 57,556

Our income tax provision consists of the following components for 2023, 2022 and 2021 (in thousands):

	For the Year Ended December 31,		
	2023	2022	2021
Current			
Federal	$ 45,816	$ 657	$ (291)
State	(229)	931	797
Foreign source withholding tax	12,444	5,754	22,415
	58,031	7,342	22,921
Deferred			
Federal	(41,922)	(17,022)	(43,250)
State	615	527	792
Foreign	(9,759)	—	—
Foreign source withholding tax	16,592	34,655	34,905
	(34,474)	18,160	(7,553)
Total	$ 23,557	$ 25,502	$ 15,368

The deferred tax assets and liabilities were comprised of the following components at December 31, 2023 and 2022 (in thousands):

	December 31,	
	2023	2022
Net operating losses	$ 112,634	$ 114,975
Deferred revenue, net	48,590	3,457
Capitalized research and development	21,213	9,423
Amortization and depreciation	21,101	19,608
Debt amortization	16,093	24,029
Other employee benefits	8,434	10,542
Share-based compensation	6,649	4,803
Lease liability	3,339	3,402
Tax credit carryforward	23	27,212
Other	—	2,504
Deferred tax asset	238,076	219,955
Less: valuation allowance	(104,830)	(122,218)
Net deferred tax asset	133,246	97,737
Right of use asset	(2,610)	(3,464)
Other	(1,697)	—
Deferred tax liability	(4,307)	(3,464)
Net deferred tax asset	$ 128,939	$ 94,273

The following is a reconciliation of income taxes at the federal statutory rate with income taxes recorded by the Company for the years ended December 31, 2023, 2022 and 2021:

	For the Year Ended December 31,					
	2023		2022		2021	
Tax at U.S. statutory rate	21.0	%	21.0	%	21.0	%
Non-deductible officers' compensation	1.4	%	1.5	%	8.4	%
Other permanent differences	0.8	%	1.2	%	1.9	%
State tax provision	0.2	%	1.1	%	2.6	%
Non-creditable withholding taxes	0.1	%	0.4	%	4.4	%
Foreign derived intangible income deduction	(7.1)	%	(5.3)	%	(14.7)	%
Change in valuation allowance [b]	(2.2)	%	2.4	%	10.3	%
Share-based compensation	(1.3)	%	0.3	%	(1.2)	%
Effect of rates different than statutory	(0.8)	%	(0.1)	%	(2.2)	%
Research and development tax credits	(0.6)	%	(1.7)	%	(1.3)	%
Uncertain tax positions	(0.4)	%	1.5	%	5.5	%
Amended return benefit [a]	—	%	—	%	(7.7)	%
Other	(1.1)	%	(0.6)	%	—	%
Total tax provision	10.0	%	21.7	%	27.0	%

(a) In 2021, a net discrete benefit of was recorded that primarily related to an amendment of prior year returns to utilize a tax asset generated in the current year.

(b) In 2023, the Company recorded a partial release of the valuation allowance it has in France due to income projected driven by recently signed agreements.

Valuation Allowances and Net Operating Losses

We establish a valuation allowance for any portion of our deferred tax assets for which management believes it is more likely than not that we will be unable to utilize the assets to offset future taxes. Given the binary nature of our business, at this time we believe it is more likely than not that the majority of our state net operating losses and net operating losses in certain subsidiaries in France, as well as our non-wholly owned subsidiaries in the United States and United Kingdom will not be utilized; therefore we have maintained a near full valuation allowance against our state, French and United Kingdom net operating losses as of December 31, 2023. We also maintain a valuation allowance against certain temporary differences other than the net operating losses in these jurisdictions.

At December 31, 2023, we had $ 8.6 million in U.S net operating loss carryforwards, which can be indefinitely carried forward, as well as non-U.S. net operating loss carryforwards amounting to $ 120.7 million which can be indefinitely carried forward under French statutes. In addition, we had U.S. state net operating loss carryforwards of $ 1.5 billion, of which $ 63.0 million can be indefinitely carried forward, while the remaining $ 1.5 billion will expire in varying amounts from 2023 to 2042.

The Company recognizes deferred tax balances related to the undistributed earnings of subsidiaries when it expects that it will recover those undistributed earnings in a taxable manner, such as through receipt of dividends or sale of the investments. On December 31, 2023, the Company does not have distributable earnings in foreign subsidiaries that would be subject to deferred taxes.

Uncertain Income Tax Positions

As of December 31, 2023, 2022 and 2021, we had $ 14.4 million, $ 16.1 million and $ 15.7 million, respectively, of unrecognized tax benefits that, if recognized, would impact the Company's effective tax rate. The total amount of unrecognized tax benefits could change within the next twelve months for a number of reasons including audit settlements, tax examination activities and the recognition and measurement considerations under this guidance.

During 2023, we reduced the reserve previously established for the amended returns by $ 0.7 million for the benefit available in the current year had it not been included on the amended returns and reduced the reserve previously recorded for foreign withholding taxes by $ 1.1 million due to favorable guidance from the taxing authorities in the United States.

During 2022, we established reserves of $ 1.1 million related to uncertainty arising from our ability to credit foreign withholding taxes in jurisdictions without a tax treaty with the United States. We also reduced the reserve previously established for the amended returns by $ 1.0 million for the benefit available in the current year had it not been included on the amended returns.

During 2021, after finalizing our amended return position we increased the reserve established in 2020 by $ 12.8 million. We also reversed reserves of $ 1.1 million previously established on 2017 research and development and manufacturing deduction credits as a result of the lapsing of stature of limitations for that tax year.

The following is a roll forward of our total gross unrecognized tax benefits, which if reversed would impact the effective tax rate, for the fiscal years 2023 through 2021 (in thousands):

	December 31,		
	2023	**2022**	**2021**
Balance as of January 1	$ 16,052	$ 15,694	$ 3,803
Tax positions related to current year:			
Additions	91	1,264	46
Tax positions related to prior years:			
Additions	—	45	12,831
Reductions	(1,758)	(951)	(4)
Lapses in statues of limitations	—	—	(982)
Balance as of December 31	$ 14,385	$ 16,052	$ 15,694

Our policy is to recognize interest and/or penalties related to income tax matters in income tax expense.

The Company and its subsidiaries are subject to United States federal income tax, foreign income and withholding taxes and income taxes from multiple state jurisdictions. Our federal income tax returns for 2006 to the present, with the exception of 2011 and 2012, are currently open and will not close until the respective statutes of limitations have expired. The 2014, 2015 and 2018-2020 Federal income tax returns are currently under audit by the IRS. The statutes of limitations generally expire three years following the filing of the return or in some cases three years following the utilization or expiration of net operating loss carry forwards. The statute of limitations applicable to our open federal returns will expire at the end of 2026. The Company is subject to French corporate income tax on certain subsidiaries. The statute of limitations applicable to our open French returns will expire in 2026. Excluding the Korea Competent Authority Proceeding and the Finland Competent Authority Proceeding described in the section below, specific tax treaty procedures remain open for certain jurisdictions for 2014 to the present. Many of our subsidiaries have filed state income tax returns on a separate company basis. To the extent these subsidiaries have unexpired net operating losses, their related state income tax returns remain open. These returns have been open for varying periods, some exceeding ten years. The total amount of state net operating losses is $ 1.5 billion.

Foreign Taxes

We pay foreign source withholding taxes on patent license royalties when applicable. We apply foreign source withholding tax payments against our United States federal income tax obligations to the extent we have foreign source income to support these credits. In 2023, 2022 and 2021, we paid $ 12.0 million, $ 5.5 million and $ 21.7 million in foreign source withholding taxes, respectively, and applied these payments as credits against our United States federal tax obligation.

Between 2014 and 2023, we paid approximately $ 138.1 million in foreign taxes to foreign governments that have tax treaties with the U.S., for which we have claimed foreign tax credits against our U.S. tax obligations, and for which the tax treaty procedures are still open. It is possible that as a result of tax treaty procedures, the U.S. government may reach an agreement with the related foreign governments that will result in a partial refund of foreign taxes paid with a related reduction in our foreign tax credits. Due to foreign currency fluctuations, any such agreement could result in foreign currency gain or loss.

On November 8, 2019, the Company received notification that its request for competent authority pertaining to Article 25 (Mutual Agreement Procedure) of the United States-Republic of Finland Income Tax Convention had been reviewed by the IRS and an agreement has been reached (the “Finland Competent Authority Proceeding”). As a result of this agreement, the Company does not anticipate any tax consequences.

15. NET INCOME PER SHARE

Basic Earnings Per Share ("EPS") is calculated by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if options or other securities with features that could result in the issuance of common stock were exercised or converted to common stock. The following table reconciles the numerator and the denominator of the basic and diluted net income per share computation (in thousands, except for per share data):

	For the Year Ended December 31,		
	2023	2022	2021
Net income applicable to common shareholders	$ 214,069	$ 93,693	$ 55,295
Weighted-average shares outstanding:			
Basic	26,860	30,106	30,764
Dilutive effect of stock options, RSUs, convertible securities and warrants	1,242	379	489
Diluted	28,102	30,485	31,253
Earnings Per Share:			
Basic	$ 7.97	$ 3.11	$ 1.80
Dilutive effect of stock options, RSUs, convertible securities and warrants	(0.35)	(0.04)	(0.03)
Diluted	$ 7.62	$ 3.07	$ 1.77

Certain shares of common stock issuable upon the exercise or conversion of certain securities have been excluded from our computation of earnings per share because the strike price or conversion rate, as applicable, of such securities was greater than the average market price of our common stock for the years ended December 31, 2023, 2022 and 2021, as applicable, and, as a result, the effect of such exercise or conversion would have been anti-dilutive. Set forth below are the securities and the weighted average number of shares of common stock underlying such securities that were excluded from our computation of earnings per share for the periods presented (in thousands):

	For the Year Ended December 31,		
	2023	2022	2021
Restricted stock units and stock options	106	504	322
Warrants	7,488	6,444	4,921
Total	7,594	6,948	5,243

16. EQUITY TRANSACTIONS

Repurchase of Common Stock

In June 2014, our Board of Directors authorized a $ 300.0 million share repurchase program (the “Share Repurchase Program”). Subsequently our Board of Directors authorized five $ 100.0 million increases to the program, respectively, and an additional $ 333.0 million in December 2022 and an additional $ 235.0 million in December 2023, bringing the total amount of the Share Repurchase Program to approximately $ 1.4 billion. The Company may repurchase shares under the Share Repurchase Program through open market purchases, pre-arranged trading plans or privately negotiated purchases.

The table below sets forth the total number of shares repurchased and the dollar value of shares repurchased under the Share Repurchase Program (in thousands). As of December 31, 2023, there was approximately $ 296.3 million remaining under the Share Repurchase Program authorization.

	Share Repurchase Program	
	# of Shares	Value
2023	4,411	$ 339,704
2022	1,224	74,445
2021	458	30,000
2020	6	349
2019	2,962	196,269
2018	1,478	110,505
2017	107	7,693
2016	1,304	64,685
2015	1,836	96,410
2014	3,554	152,625
Total	17,340	$ 1,072,685

In 2023, we commenced a modified "Dutch auction" tender offer (the "Tender Offer"), which resulted in the repurchase of 2.7 million shares of our common stock at a price of $ 72.98 per share, for an aggregate cost of $ 199.9 million, excluding fees, expenses and excise tax relating to the Tender Offer.

Dividends

Cash dividends on outstanding common stock declared in 2023 and 2022 were as follows (in thousands, except per share data):

2023	Per Share	Total	Cumulative by Fiscal Year
First quarter	$ 0.35	$ 9,449	$ 9,449
Second quarter	0.35	9,273	18,722
Third quarter	0.40	10,348	29,070
Fourth quarter	0.40	10,226	39,296
	$ 1.50	$ 39,296	
2022			
First quarter	$ 0.35	$ 10,803	$ 10,803
Second quarter	0.35	10,380	21,183
Third quarter	0.35	10,382	31,565
Fourth quarter	0.35	10,384	41,949
	$ 1.40	$ 41,949	

We announced an increase to the quarterly cash dividend from $ 0.35 to $ 0.40 per share, beginning with the dividend paid in fourth quarter 2023. We currently expect to continue to pay comparable dividends in the future; however, continued payment of cash dividends and changes in the Company's dividend policy will depend on the Company's earnings, financial condition, capital resources and capital requirements, alternative uses of capital, restrictions imposed by any existing debt, economic conditions and other factors considered relevant by our Board of Directors.

17. LEASES

The Company enters into operating leases primarily for real estate to support research and development ("R&D") sites and general office space in North America, with additional locations in Europe, China, and Canada. The Company does not currently have any finance leases. Certain of our leases include options to extend the lease at our discretion at the end of the lease term, or terminate the lease early subject to certain conditions and penalties. We do not include any renewal options in our lease terms for calculating our lease liabilities, as the renewal options allow us to maintain operational flexibility and we are not reasonably certain we will exercise these options.

At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease based on the specific facts and circumstances present. Operating lease liabilities and their corresponding right-of-use assets are recorded based on the present value of lease payments over the expected lease term. The interest rate implicit in lease contracts is typically not readily determinable, and, as such, the Company utilizes its incremental borrowing rate as the discount rate based on information available on the lease commencement date. Our incremental borrowing rate represents the rate we would incur to borrow on a collateralized basis over a similar term for an amount equal to the lease payments in a similar economic environment. The table below includes the balances of operating lease right-of-use assets and operating lease liabilities as of December 31, 2023 and 2022 (in thousands):

	Balance Sheet Classification	December 31, 2023	December 31, 2022
Assets			
Operating lease right-of-use assets, net	Other non-current assets, net	$ 15,746	$ 18,034
Total Lease Assets		15,746	18,034
Liabilities			
Operating lease liabilities - Current	Other accrued expenses	2,879	3,167
Operating lease liabilities - Noncurrent	Other long-term liabilities	17,385	19,923
Total Lease Liabilities		$ 20,264	$ 23,090

The components of lease costs which were included within operating expenses in our consolidated statement of income were as follows (in thousands):

	For the Year Ended December 31,		
	2023	2022	2021
Operating lease cost	$ 3,821	$ 6,243	$ 5,188
Short-term lease cost	388	343	442
Variable lease cost	1,316	1,522	1,625

For the years ended December 31, 2023 and 2022, sublease income was insignificant. Cash paid for amounts included in the measurement of operating lease liabilities for the year ended December 31, 2023 and 2022 was $ 4.4 million and $ 5.2 million, respectively, and was included in net cash provided by operating activities in our consolidated statement of cash flows. As of December 31, 2023, the weighted average remaining operating lease term was 6.1 years and the weighted average discount rate used to determine the operating lease liabilities was 6.2 %. As of December 31, 2023, we have entered into one lease that has not yet commenced, with commencement expected in first quarter 2024.

The maturities of our operating lease liabilities as of December 31, 2023, excluding short-term leases with terms less than 12 months, were as follows (in thousands):

Maturity of Operating Lease Liabilities	
2024	$ 4,027
2025	4,189
2026	4,005
2027	3,868
2028	3,290
Thereafter	4,938
Total lease payments	24,317
Less: Imputed interest	(4,053)
Present value of lease liabilities	$ 20,264

18. OTHER INCOME (EXPENSE), NET

The amounts included in "*Other income (expense), net*" in the consolidated statements of income for the year ended December 31, 2023, 2022 and 2021 were as follows (in thousands):

	For the Year Ended December 31,		
	2023	2022	2021
Interest and investment income	$ 46,628	$ 14,458	$ 1,690
Loss on extinguishment of long-term debt	—	(11,190)	—
Other	11,184	(6,719)	9,885
Other income (expense), net	$ 57,812	$ (3,451)	$ 11,575

Interest and investment income increased to $ 46.6 million for the year ended December 31, 2023 primarily due to increased short-term investments made by the Company and market conditions driving higher yields on our short-term investments, as compared to both the years ended December 31, 2022 and 2021. Refer to Note 10, "*Obligations,*" for further information on the $ 11.2 million loss on extinguishment of long-term debt recognized during the year ended December 31, 2022.

The change in Other was primarily due to fair value adjustments of our investments and pension obligation resulting in $ 12.1 million and $ 11.4 million of net gains in 2023 and 2021, respectively, and $ 2.4 million of net losses in 2022. Additionally, the change in Other was driven by foreign currency translation a net gain arising from euro translation of our foreign subsidiaries of $ 1.0 million in 2023, compared to net losses of $ 3.9 million and $ 3.0 million in 2022 and 2021, respectively.

19. VARIABLE INTEREST ENTITIES

As further discussed below, we were the primary beneficiary of three variable interest entities, of which two ceased operations in 2021 and one was deconsolidated during 2023. As of December 31, 2023, there were no combined book values of the assets and liabilities associated with these variable interest entities included in our consolidated balance sheet. As of December 31, 2022, the combined book values of the assets and liabilities associated with these variable interest entities included in our consolidated balance sheet were $ 17.5 million and $ 1.8 million, respectively. Assets included $ 4.4 million of cash and cash equivalents, $ 4.0 million of accounts receivable and prepaid assets, and $ 9.1 million of patents, net.

Convida Wireless

Convida Wireless was launched in 2013 and most recently renewed in 2021 to combine Sony's consumer electronics expertise with our pioneering IoT expertise to drive IoT communications and connectivity. Based on the terms of the agreement, the parties will contribute funding and resources for additional research and platform development, which we performed.

Convida Wireless is a variable interest entity. Based on our provision of research and platform development services to Convida Wireless, we determined that we were the primary beneficiary for accounting purposes and consolidated Convida Wireless through September 30, 2023. In October 2023, Convida Wireless appointed a President and Chief Licensing Officer who is responsible for directing the operating activities of Convida, including research and platform development services. Accordingly, we deconsolidated Convida Wireless during fourth quarter 2023.

For the years ended December 31, 2023, 2022 and 2021, we have allocated $ 3.0 million, $ 1.6 million and $ 10.8 million, respectively, of Convida Wireless' net loss to noncontrolling interests held by other parties. During 2021, we recognized a $ 13.2 million impairment on the patents within the Convida portfolio, resulting from our restructuring activities as described in Note 20, "*Restructuring Activities*", which is included within “*Restructuring activities*” expenses in the consolidated statement of income.

Chordant

On January 31, 2019, we launched the Company’s Chordant™ business as a standalone company. Chordant is a variable interest entity and we have determined that we were the primary beneficiary for accounting purposes and consolidated Chordant. For the year ended 2021, we allocated approximately $ 2.3 million of Chordant's net loss to noncontrolling interests held by other parties. Chordant ceased operations in 2021.

Signal Trust for Wireless Innovation

During 2013, we announced the establishment of the Signal Trust for Wireless Innovation (the “Trust”), the goal of which was to monetize a patent portfolio primarily related to 3G and LTE cellular infrastructure. During fourth quarter 2021, the Trust was fully dissolved and all remaining assets were transferred to us as majority beneficiary.

The Trust was accounted for as a variable interest entity. Based on the terms of the trust agreement, we determined that we were the primary beneficiary for accounting purposes and included the Trust in our consolidated financial statements up to the date of dissolution.

20. RESTRUCTURING ACTIVITIES

During second quarter 2021, the Company began the process of a strategic review and undertook certain actions in order to increase focus on core technologies and markets.

On June 10, 2021, the Company announced that, as a result of a strategic review of its research and innovation priorities, it commenced the process of a collective economic layoff in which it proposed a reduction in force of its research and innovation unit. All notices of termination have been issued to the impacted employees. This action resulted in a reduction of employees under the benefit plans, and as a result the Company recognized a $ 2.3 million curtailment gain during 2021. This curtailment gain was included within "*Other income (expense), net*" in the consolidated statement of income.

During June 2021, Chordant began the process of ceasing operations. The Company implemented a reduction in workforce action in second quarter 2021.

Additionally, in June 2021, a non-controlled subsidiary that we consolidate for financial statement purposes approved a plan to sell certain patents. The proceeds from the sale of these patents contributed to funding Convida's operations. These assets were evaluated as a separate asset group and reclassified as assets held for sale. Upon the reclassification, the patents to be sold are recorded at fair value, which resulted in the Company recognizing a $ 13.2 million impairment in 2021. We determined the fair value based upon evaluation of market conditions.

In October 2021, we expanded our restructuring efforts to include general and administrative functions largely centered in the U.S., which resulted in a further reduction in force as well as cuts to our non-labor expenses. These employees were provided notification of termination during fourth quarter 2021.

As part of the Company’s ongoing evaluation of its flexible work policy and the impact of returning to the office, the Company evaluated its current office space footprint and its expected needs going forward. As the result of this evaluation, during 2022, we recognized a $ 2.4 million impairment, comprised of $ 0.4 million of property and equipment and $ 2.0 million of right of use assets, related to the abandonment of portions of three of our leased properties, which was included within “ *Restructuring activities*” in the consolidated statement of income.

The restructuring charges associated with the above activities totaling $ 3.3 million and $ 27.9 million in 2022 and 2021, respectively, are presented net of any reimbursement arrangements and include $ 0.5 million and $ 1.7 million, respectively, of outside services and other associated costs related to non-recurring consultant and legal fees.

During 2023, we did no t recognize any restructuring expenses and the Company considers the plan to be complete. We do not anticipate further restructuring charges.

As of December 31, 2023 and 2022, the Company's restructuring liability was $ 0.1 million and $ 4.5 million and was included in "*Other accrued expenses*" on our consolidated balance sheet. The following table presents the change in our restructuring liability during the period (in thousands):

Balance as of December 31, 2021	$	18,281
Accrual		852
Cash payments		(13,761)
Other		(877)
Balance as of December 31, 2022		4,495
Accrual		—
Cash payments		(4,475)
Other		112
Balance as of December 31, 2023	$	132

The restructuring expenses included in "*Restructuring activities*" in the consolidated statements of income for the years ending December 31, 2023, 2022, and 2021 were as follows (in thousands):

	For the Year Ended December 31,					
	2023		2022		2021	
Asset impairment	$	—	$	2,427	$	13,228
Severance and other benefits		—		305		22,616
Outside services and other associated costs		—		548		1,671
Reimbursement arrangements		—		—		(9,638)
Total	$	—	$	3,280	$	27,877

Item 9. ***CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.***

None.

Item 9A. ***CONTROLS AND PROCEDURES.***

Evaluation of Disclosure Controls and Procedures

The Company’s Chief Executive Officer and its Chief Financial Officer, with the assistance of other members of management, have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2023. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management’s Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Management, including the Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of internal control over financial reporting as of December 31, 2023. Management based this assessment on criteria for effective internal control over financial reporting described in "*Internal Control — Integrated Framework"* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013). Based on this assessment, management determined that, as of December 31, 2023, the Company maintained effective internal control over financial reporting.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2023 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report that appears under Part II, Item 8, of this Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during fourth quarter 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***OTHER INFORMATION.***

During fourth quarter 2023, the following Section 16 officers adopted , modified or terminated "Rule 10b5-1 trading arrangements" (as defined in Item 408 of Regulation S-K of the Exchange Act):

Name	Title	Action	Date	Trading Arrangement		Maximum Shares to be Sold	Expiration Date
				Rule 10b5-1	Non-Rule 10b5-1		
Richard J. Brezski	Chief Financial Officer	Adopt	November 22, 2023	X		11,302	November 29, 2024

Item 9C. ***DISCLOSURES REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.***

Not applicable.

PART III

Item 10. ***DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.***

The information required by this item is incorporated by reference to the information following the captions "Election of Directors," "EXECUTIVE OFFICERS," "Delinquent Section 16(a) Reports," "Code of Ethics," "Nominating and Corporate Governance Committee" and "Audit Committee" in the definitive proxy statement to be filed pursuant to Regulation 14A in connection with our 2024 annual meeting of shareholders not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K (the "Proxy Statement").

Item 11. ***EXECUTIVE COMPENSATION.***

The information required by this item is incorporated by reference to the information following the captions "EXECUTIVE COMPENSATION" and "DIRECTOR COMPENSATION" in the Proxy Statement.

Item 12. ***SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.***

The information required by this item is incorporated by reference to the information following the captions "EQUITY COMPENSATION PLAN INFORMATION" and "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" in the Proxy Statement.

Item 13. ***CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.***

The information required by this item is incorporated by reference to the information following the captions "CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS" and "Director Independence" in the Proxy Statement.

Item 14. ***PRINCIPAL ACCOUNTANT FEES AND SERVICES.***

The information required by this item is incorporated by reference to the information following the captions "Fees of Independent Registered Public Accounting Firm" and "Audit Committee Pre-Approval Policy for Audit and Non-Audit Services of Independent Registered Public Accounting Firm" in the Proxy Statement.

PART IV

Item 15. ***EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.***

(a) The following documents are filed as a part of this Form 10-K:

(1) Financial Statements.

The information required by this item begins on Page 61.

(2) Financial Statement Schedules.

The following financial statement schedule of InterDigital is included herewith and should be read in conjunction with the Financial Statements included in this Item 15.

Valuation and Qualifying Accounts

	Balance Beginning of Period	Increase/ (Decrease)	Reversal of Valuation Allowance	Balance End of Period
2023 valuation allowance for deferred tax assets	$ 122,217	$ (7,628) (a)	$ (9,759)	$ 104,830
2022 valuation allowance for deferred tax assets	$ 151,522	$ (29,305) (b)	$ —	$ 122,217
2021 valuation allowance for deferred tax assets	$ 144,367	$ 7,155 (c)	$ —	$ 151,522
2023 reserve for uncollectible accounts	$ —	$ —	$ —	$ —
2022 reserve for uncollectible accounts	$ 322	$ —	$ (322)	$ —
2021 reserve for uncollectible accounts	$ —	$ 322	$ —	$ 322

(a) The decrease was primarily related to the decrease in Pennsylvania state tax rate. There was a partial release of valuation allowance against deferred tax assets in France due to higher projected income resulting from recently signed agreements.

(b) The decrease was primarily related to the decrease in Pennsylvania state tax rate.

(c) The increase was primarily necessary to maintain a full, or near full, valuation allowance against our state deferred tax assets and deferred tax assets for certain subsidiaries in France as well as a non-wholly owned subsidiary in the United States and the United Kingdom.

(3) Exhibits.

See Item 15(b) below.

(b)

Exhibit Number	Exhibit Description
*3.1	Amended and Restated Articles of Incorporation of InterDigital (Exhibit 3.1 to InterDigital's Current Report on Form 8-K filed on June 7, 2011).
*3.2	Amended and Restated Bylaws of InterDigital (Exhibit 3.1 to InterDigital's Current Report on Form 8-K filed on July 15, 2022).
*4.1	Specimen Stock Certificate of InterDigital (Exhibit 4.3 to InterDigital's Quarterly Report on Form 10-Q filed on April 28, 2011).
*4.2	Description of InterDigital's Securities (Exhibit 4.2 to InterDigital's Annual Report on Form 10-K for the year ended December 31, 2020).
*4.3	Indenture, dated June 3, 2019, between InterDigital and The Bank of New York Mellon Trust Company, N.A., as trustee (Exhibit 4.1 to InterDigital's Current Report on Form 8-K filed on June 3, 2019).
*4.4	Indenture, dated May 27, 2022, between InterDigital, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee (Exhibit 4.1 to InterDigital's Form 8-K filed on May 27, 2022).
*4.5	Form of 2.00% Senior Convertible Note due 2024 (included in Exhibit 4.1 to InterDigital's Current Report on Form 8-K filed on June 3, 2019).
*4.6	Form of 3.50% Senior Convertible Note due 2027 (included in Exhibit 4.1 to InterDigital’s Current Report on Form 8-K filed on May 27, 2022).

	Benefit Plans	
†*10.1	Non-Qualified Stock Option Plan, as amended (Exhibit 10.4 to InterDigital's Annual Report on Form 10-K for the year ended December 31, 1991).
†*10.2	Amendment to Non-Qualified Stock Option Plan (Exhibit 10.31 to InterDigital's Quarterly Report on Form 10-Q filed on August 14, 2000).
†*10.3	Amendment to Non-Qualified Stock Option Plan, effective October 24, 2001 (Exhibit 10.6 to InterDigital's Annual Report on Form 10-K for the year ended December 31, 2001).
†*10.4	2009 Stock Incentive Plan (Exhibit 99.1 to InterDigital's Registration Statement on Form S-8 filed on June 4, 2009 (File No. 333-159743)).
†*10.5	Amendment to 2009 Stock Incentive Plan, effective as of June 12, 2013 (Exhibit 10.1 to InterDigital's Quarterly Report on Form 10-Q filed on July 26, 2013).
†*10.6	2015 Amendment to 2009 Stock Incentive Plan, effective as of June 11, 2015 (Exhibit 10.1 to InterDigital's Quarterly Report on Form 10-Q filed on July 30, 2015).
†*10.7	2009 Stock Incentive Plan, Term Sheet and Standard Terms and Conditions for Stock Options (Exhibit 10.5 to InterDigital's Current Report on Form 8-K filed on January 28, 2013).
†*10.8	2009 Stock Incentive Plan, Term Sheet and Standard Terms and Conditions for Time-Based Restricted Stock Units (Exhibit 10.3 to InterDigital's Quarterly Report on Form 10-Q filed on April 29, 2015).
†*10.9	2009 Stock Incentive Plan, Term Sheet and Standard Terms and Conditions for Performance-Based Restricted Stock Units (Exhibit 10.4 to InterDigital's Quarterly Report on Form 10-Q filed on April 29, 2015).
†*10.10	2009 Stock Incentive Plan, Term Sheet and Standard Terms and Conditions for Stock Options (Exhibit 10.5 to InterDigital's Quarterly Report on Form 10-Q filed on April 29, 2015).
†*10.11	2009 Stock Incentive Plan, Term Sheet for Restricted Stock Units (Non-Employee Directors) (Exhibit 10.3 to InterDigital's Quarterly Report on Form 10-Q filed on July 26, 2013).
†*10.12	2009 Stock Incentive Plan, Standard Terms and Conditions for Restricted Stock Units (Non-Employee Directors) (Exhibit 10.4 to InterDigital's Quarterly Report on Form 10-Q filed on July 26, 2013).
†*10.13	2017 Equity Incentive Plan (Exhibit 10.1 to InterDigital's Registration Statement on Form S-8 filed on June 15, 2017 (File No. 333-218755)).
†*10.14	2017 Equity Incentive Plan, Form of Agreement for Time-Based Restricted Stock Unit Awards (Exhibit 10.2 to InterDigital's Current Report on Form 8-K filed on June 16, 2017).
†*10.15	2017 Equity Incentive Plan, Form of Agreement for Performance-Based Restricted Stock Unit Awards (Exhibit 10.3 to InterDigital's Current Report on Form 8-K filed on June 16, 2017).
†*10.16	2017 Equity Incentive Plan, Form of Agreement for Option Awards (Exhibit 10.4 to InterDigital's Current Report on Form 8-K filed on June 16, 2017).
†*10.17	2017 Equity Incentive Plan, Form of Agreement for Restricted Stock Unit Awards to Non-Employee Directors (Exhibit 10.18 to InterDigital's Annual Report on Form 10-K for the year ended December 31, 2017).
†*10.18	Compensation Program for Non-Management Directors (as amended March 2017) (Exhibit 10.1 to InterDigital's Current Report on Form 8-K filed on April 3, 2017).
†*10.19	Compensation Program for Non-Management Directors (as amended June 2019) (Exhibit 10.20 to InterDigital's Annual Report on Form 10-K for the year ended December 31, 2019).
†*10.20	Deferred Compensation Plan (Exhibit 10.1 to InterDigital's Current Report on Form 8-K filed on June 18, 2013).
†*10.21	2017 Equity Incentive Plan, Form of Term Sheet for 2018 Performance-Based Restricted Stock Unit Awards (Exhibit 10.1 to InterDigital, Inc.'s Current Report on Form 8-K filed on July 9, 2018).
†*10.22	2017 Equity Incentive Plan, Form of Term Sheet for 2018 Performance-Based Stock Option Awards (Exhibit 10.2 to InterDigital, Inc.'s Current Report on Form 8-K filed on July 9, 2018).

†*10.23	2017 Equity Incentive Plan, Form of Agreement for Time-Based Restricted Stock Unit Awards (revised October 2018) (Exhibit 10.3 to InterDigital's Quarterly Report on Form 10-Q filed on November 1, 2018).
†*10.24	2017 Equity Incentive Plan, Form of Agreement for Performance-Based Restricted Stock Unit Awards (revised October 2018) (Exhibit 10.4 to InterDigital's Quarterly Report on Form 10-Q filed on November 1, 2018).
†*10.25	2017 Equity Incentive Plan, Form of Agreement for Stock Option Awards (revised October 2018) (Exhibit 10.5 to InterDigital's Quarterly Report on Form 10-Q filed on November 1, 2018).
†*10.26	InterDigital Inc. Executive Severance and Change in Control Policy (Exhibit 10.6 to InterDigital's Quarterly Report on Form 10-Q filed on November 1, 2018).
10.27	Amended Compensation Program for Non-Management Directors
10.28	Amended and Restated Stock Ownership Guidelines for Directors and Executive Officers
10.29	Amended and Restated Deferred Compensation Plan
	Employment-Related Agreements
†10.30	Form of Indemnity Agreement between InterDigital and certain of its directors and executive officers (Exhibit 10.27 to InterDigital's Annual Report on Form 10-K for the year ended December 31, 2021).
†*#10.31	Executive Agreement between InterDigital International, LLC and Eeva Hakoranta, dated June 2, 2020 (Exhibit 10.28 to InterDigital's Annual Report on Form 10-K for the year ended December 31, 2021).
†*10.32	Offer Letter Between InterDigital and Liren Chen dated March 13, 2021 (Exhibit 10.2 to InterDigital's Quarterly Report on Form 10-Q filed on May 6, 2021).
†*10.33	Retirement & Transition Agreement and Release, dated March 16, 2021, by and between InterDigital and William J. Merritt, (Exhibit 10.1 to InterDigital's Quarterly Report on Form 10-Q filed on May 6, 2021).
†*10.34	Retirement & Transition Agreement and Release, dated October 19, 2021, by and between InterDigital and Richard L. Gulino (Exhibit 10.31 to InterDigital's Annual Report on Form 10-K for the year ended December 31, 2021).
†*#10.35	Offer Letter between InterDigital, Inc. and Rajesh Pankaj dated June 16, 2022 (Exhibit 10.5 to InterDigital's Quarterly Report on Form 10-Q filed on August 4, 2022).
	Other Material Contracts
*10.36	Form of Convertible Note Hedge Transaction Confirmation (Exhibit 10.2 to InterDigital's Current Report on Form 8-K filed on June 3, 2019).
*10.37	Form of Warrant Transaction Confirmation (Exhibit 10.3 to InterDigital's Current Report on Form 8-K filed on June 3, 2019).
*10.38	Form of Convertible Note Hedge Transaction Confirmation (Exhibit 10.2 to InterDigital's Current Report on Form 8-K filed on May 27, 2022).
*10.39	Form of Warrant Transaction Confirmation (Exhibit 10.3 to InterDigital's Current Report on Form 8-K filed on May 27, 2022).
*10.40	Form of Unwind Agreement (Exhibit 10.4 to InterDigital's Form 8-K filed on May 27, 2022).
21	Subsidiaries of InterDigital.
23.1	Consent of PricewaterhouseCoopers LLP.
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350.
97	Amended and Restated Clawback Policy
101.INS	XBRL Instance Document - The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.

101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Incorporated by reference to the previous filing indicated.

† Management contract or compensatory plan or arrangement.

Certain personally identifiable information has been omitted from this exhibit pursuant to Item 601(a)(6) under Regulation S-K.

\+ This exhibit will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such exhibit will not be deemed to be incorporated by reference into any filing under the Securities Act or Securities Exchange Act, except to the extent that InterDigital, Inc. specifically incorporates it by reference.

Item 16. ***FORM 10-K SUMMARY.***

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERDIGITAL, INC.

Date: February 15, 2024	By:	/s/ Liren Chen
		Liren Chen
		President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: February 15, 2024	/s/ S. Douglas Hutcheson
	S. Douglas Hutcheson, Chairman of the Board of Directors
Date: February 15, 2024	/s/ Derek Aberle
	Derek Aberle, Director
Date: February 15, 2024	/s/ Samir Armaly
	Samir Armaly, Director
Date: February 15, 2024	/s/ Joan H. Gillman
	Joan H. Gillman, Director
Date: February 15, 2024	/s/ John A. Kritzmacher
	John A. Kritzmacher, Director
Date: February 15, 2024	/s/ Pierre-Yves Lesaicherre
	Pierre-Yves Lesaicherre, Director
Date: February 15, 2024	/s/ John D. Markley, Jr.
	John D. Markley, Jr., Director
Date: February 15, 2024	/s/ Jean F. Rankin
	Jean F. Rankin, Director
Date: February 15, 2024	/s/ Liren Chen
	Liren Chen, Director, President and Chief Executive Officer
	(Principal Executive Officer)
Date: February 15, 2024	/s/ Richard J. Brezski
	Richard J. Brezski, Chief Financial Officer
	(Principal Financial Officer and Principal Accounting Officer)

INTERDIGITAL, INC.

<u>Compensation Program for Non-Management Directors</u>

Base Annual Board Retainer:	$65,000
Chairman of the Board:	$75,000
Audit Committee Chair:	$30,000
Compensation Committee Chair:	$20,000
Investment Committee Chair:	$15,000
Nominating and Corporate Governance Committee Chair:	$15,000
Audit Committee Members:	$12,000
Compensation Committee Members:	$10,000
Investment Committee Members:	$7,500
Nominating and Corporate Governance Committee Members:	$7,500
Initial Election RSU Award:	$150,000 of RSUs (vesting in full one year from grant date)
Annual RSU Award:	$187,500 of RSUs (vesting in full one year from grant date)

- All cash payments and RSU grants shall be based on service for a full year[1]; pro rata payments and grants shall be made for service of less than one year. Cash payments shall be made on a quarterly basis.

- This program is designed to compensate each non-management director for participating in up to ten (10) Board meetings per year and up to ten (10) meetings per year for each Committee on which the non-management director serves. Additional compensation will be paid to each non-management director for participating in meetings in excess of these thresholds, as follows:

  - Each additional Board meeting: $4,000
  - Each additional Committee meeting: $1,000

- In addition, non-management directors will be paid a per diem fee of $1,000 for attendance at or participation in events, conferences or meetings, in their capacity as a director, at the request of InterDigital, Inc. senior management, *provided that* such attendance or participation requires a significant time commitment and would be considered outside of the director's typical Board and/or Committee duties. Any per diem fee payments will be subject to the approval of the Compensation Committee of the Board of Directors.

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[1] Full board term completion, even if less than 365 days, is considered a full year.

- Both cash payments and RSUs may be deferred. An election to defer must be made in the calendar year preceding the year in which services are rendered and the compensation is earned (i.e., elections to defer must be made by December 31 of each year for the deferral to apply to the next year's cash payments and/or RSU award(s)).

- Each initial election RSU award shall be granted on the date of the director's initial election to the Board. Annual RSU awards shall be granted on the date of each Annual Meeting of Shareholders.

- The number of RSUs to be granted pursuant to each initial election award and annual award shall be calculated as follows:

  $187,500 / (the closing stock price on the day of grant) = number of RSUs to be granted

- The terms of this program shall be periodically reviewed by the Compensation Committee of the Board of Directors.

May 2023

Exhibit 28

Stock Ownership Guidelines for Directors and Executive Officers

The Board of Directors of InterDigital, Inc. (the "InterDigital") believes it is the best interest of InterDigital and its stockholders to align the financial interests of InterDigital executive officers and non-management directors of InterDigital with those of stockholders.

Non-management Directors and Executive officers are encouraged to own the lesser of (a) Company stock valued at an amount equal to a multiple of their base salary/annual cash retainer for (b) a fixed number of shares/units of Company stock, as set forth below:

Title	Multiple of cash retainer/ base salary	Fixed Number (shares)
Non-management Directors	5x	6,000
Chief Executive Officer	5x	65,000
All Other Section 16 Executive Off	2x	12,500

For purposes of calculating the value of the company stock holdings, each share or other qualifying stock unit shall be priced at a price per share/unit equal to the average closing stock price of the Company's common stock for the 200 trading days leading up to and including the calculation date. The 200-day average closing stock price shall be calculated annually on the date of the Company's annual meeting of shareholders.

Qualifying Company stock includes shares of common stock and restricted stock.

Any director and/or executive who has not reached or fails to maintain their recommended ownership level must retain at least fifty percent (50%) of any after-tax shares derived from vested RSUs, PSUs or exercised options until their guideline is met. A director or executive may not affect any disposition of shares that results in their holdings falling below the recommended level once that level has been reached without the express approval of the Compensation Committee of the Company's Board of Directors.

All directors and/or executives who have not yet reached their recommended ownership level will have five (5) years from the effective date to reach their recommended level. Similarly, any new director or executive will have five (5) years from their appointment as either a director or executive officer to reach their recommended level.

These guidelines shall be periodically reviewed by the Compensation Committee of the Company's Board of Directors.

May 2023

EXHIBIT 10.29

TRANSAMERICA RETIREMENT SOLUTIONS, LLC

NONQUALIFIED DEFERRED COMPENSATION ADOPTION AGREEMENT FOR

InterDigital, Inc.

This Adoption Agreement is to be used in conjunction with the Transamerica Retirement Solutions, LLC Nonqualified Deferred Compensation Plan Document

This Adoption Agreement is an important legal document. You should consult with your attorney on whether or not it accommodates your particular situation, and on its tax and legal implications. Transamerica Retirement Solutions, LLC ("TRS"), or any successor thereto, does not and cannot provide legal or tax advice. The Plan Document and Adoption Agreement are intended purely as specimen documents for use by you and your attorney. TRS can give no assurances that any Employer's Nonqualified Deferred Compensation arrangements will meet all applicable Internal Revenue Service ("IRS") and Department of Labor ("DOL") requirements.

Table of Contents

Introduction

In completing this Adoption Agreement, as in connection with other matters related to this Plan, it is strongly recommended that you consult with your attorney or other tax advisor. This is especially true because if the Plan is not operated in accordance with the terms of the Plan and the options elected in this Adoption Agreement, additional taxes, penalties, and interest under section 409A of the Internal Revenue Code (the “Code”) may result.

Transamerica Retirement Solutions, LLC does not and cannot provide legal or tax advice. The Adoption Agreement and the related Plan document (the "Plan") are not prototypes and have not been reviewed or approved by the IRS. They are intended purely as sample documents for use by your attorney in preparing your nonqualified deferred compensation plan.

The Plan is a broad document which allows a participating Employer a number of choices and options. Any capitalized terms used in this document have the meaning as set forth in the Plan Document, unless otherwise indicated. These choices and options are illustrated in this Adoption Agreement; provisions of the Plan which allow no options are not included in the Adoption Agreement. This does not necessarily mean that other alternatives are not legally permissible, but TRS may not be able to administer such other alternatives. This Adoption Agreement states the provisions specific to your particular Plan.

Part I – General Information

1. Sponsoring Employer (Article 2.22 of the Plan).

    (a) Name of Employer: InterDigital, Inc.

    (b) Address of Employer: 200 Bellevue Parkway, Suite 300

    Wilmington, DE 19809

    (c) Federal Tax ID Number of Employer: 23-1882087

    (d) Contact Phone Number: (302) 281-3615

    (e) Publicly Traded Company *(check one):*

        (i) ☐ No.

        (ii) ☒ Yes. *(Note: For Key Employees, distributions may not be made before the date which is six months after Separation from Service (or if earlier, after the date of death).)*

    (f) If a Publicly Traded Company, enter Key Employee identification date *(complete, if applicable):*

        (i) ☒ December 31.

        (ii) ☐ Other __.

    (g) If a Publicly Traded Company, enter Key Employee effective date (*complete, if applicable*):

        (i) ☒ April 1 following the identification date.

        (ii) ☐ Other __.

    Note: If the Employer is a tax-exempt organization, additional requirements may apply under Code section 457. This Plan is not intended to comply with the requirements of Code section 457. Please consult with your legal or tax advisor.

2. Plan Administrator *(if not Employer)* (Article 9.1 of the Plan).

    (a) Name of Plan Administrator: __

    (b) Address of Plan Administrator: __

(c) Contact Phone Number: __

Part II – Plan Data

3. Name of Plan(s). (Articles 2.2, 2.38, and 2.41 of the Plan).

   (a) The name of this Plan is *(provide name)*: InterDigital Deferred Compensation Plan

   (b) The name of the predecessor nonqualified deferred compensation plan of the Employer that was in existence as of October 3, 2004 *(provide name, if there was a predecessor nonqualified deferred compensation plan and this is a new Code section 409A plan)*:

   __ ("Prior Plan")

4. New Plan or Amendment, Restatement, and Continuation of a Prior Plan This Plan is *(check one)*:

   (a) ☐ A new plan.

   (b) ☒ An amendment, restatement, and continuation of a plan in existence on or after October 3, 2004 and applies only to deferred compensation earned or vested after 2004.

   (c) ☐ An amendment, restatement, and continuation of a plan in existence as of October 3, 2004 and applies only to deferred compensation earned or vested after 2004. (There are no material modifications of pre-2005 deferred compensation.)*

   (d) ☐ An amendment, restatement, and continuation of a plan in existence as of October 3, 2004, and applies to all contributions regardless of when made, earned or vested. (There are material modifications of pre-2005 deferred compensation.)

**Caution: If this is an amendment, restatement, and continuation of an existing plan, the Employer is responsible for ensuring that the amendment and restatement does not result in a "material modification" (within the meaning of Code section 409A and regulations thereunder) of any Grandfathered Amount and that any amendment does not cause a revocation of elections, acceleration of distributions or other event not permissible under Code section 409A and the regulations thereunder.*

5. Effective Date (Article 2.17 of the Plan).
   (*check one and provide information required by section (a) or (b), as applicable*):

   (a) ☐ For new plans:

The Effective Date of the Plan is (*provide date*) __.

(b) ☒ For the amendment, restatement, and continuation of a Prior Plan: The initial effective date of the Plan was

(*provide date*) June 12, 2013.

The Effective Date of this amendment and restatement of the Plan is January 1, 2023 (*provide date*).

6. Plan Year (Article 2.40 of the Plan).

The Plan Year is (*a twelve month period – e.g., January 1– December 31*) January 1- December 31.

If Plan has a short initial Plan Year, the short initial Plan Year is__.

7. Plan Covers:

This Plan shall cover the following *(check one):*

(a) ☒ Employees.

(b) ☒ Directors.*

(c) ☐ Other* __.

*Note: when checked, references to the terms "Employer" and "Eligible Employee" are substituted for the terms "Company" and "Eligible ☒ Director ☐ Other ", in the Adoption Agreement and Plan, respectively.

8. Type of Plan.

This Plan shall be (*check one*):

(a) ☐ An Evergreen Plan under which the Employer establishes and maintains a Participant's Account, which may have sub-accounts depending on the Employer's election, on behalf of each Eligible Employee which include, if applicable, but are not limited to a (1) Salary Reduction Contribution Account, (2) Performance-Based Compensation Account, (3) Matching Contribution Account, and (4) Nonelective Employer Contribution Account to which (1) Salary Reduction Contributions, (2) Performance-Based Compensation, (3) Matching Contributions and (4) Nonelective Employer Contributions shall be credited.

(b) ☒ A Calendar Year Plan under which the Employer establishes and maintains a Participant's Account on behalf of each Eligible Employee's Annual Sub- Account(s) which include, if applicable, but are not limited to a

(1) Salary Reduction Contribution Account, (2) Performance-Based Compensation

Account, (3) Matching Contribution Account, and (4) Nonelective Employer Contribution Account to which (1) Salary Reduction Contributions, (2) Performance-Based Compensation, (3) Matching Contributions and (4) Nonelective Employer Contributions shall be credited to each respective Annual Sub-Account.

Distribution Election Method *(check one if 8(b) above is selected)*:

(i) ☒ Annual Election - A Participant must make a new Distribution Election each Taxable Year for future contributions to the Annual Sub-Account for the next year.

(ii) ☐ Carry Forward Election - A Participant's Distribution Election will remain in place from year to year for future contributions to the Annual Sub-Account until such time as the Participant modifies or cancels the Distribution Election in accordance with the terms of the Plan.

Part III – Compensation

9. Compensation (Articles 2.11 and 2.35 of the Plan).

(a) Compensation shall exclude the item(s) listed below for purposes of determining *(complete, if applicable)*:

(i) Salary Reduction Contributions:

(1) ☐ No exclusions.

(2) ☒ Bonus (e.g., Non-Performance Based Compensation).

(3) ☐ Compensation ☐ in excess of ☐ at or below Code section 401(a)(17) Compensation.

(4) ☒ Commissions.

(5) ☒ Overtime Pay.

(6) ☐ Performance-Based Compensation (see Section 10.(d) for separate election).

(7) ☒ Severance Pay.

(8) ☒ Other Performance-Based compensation other than STIP.

(ii) Nonelective Contributions:

(1) ☒ No exclusions.

(2) ☐ Bonus.

(3) ☐ Compensation ☐ in excess of ☐ at or below Code section 401(a)(17) Compensation.

(4) ☐ Commissions.

(5) ☐ Overtime Pay.

(6) ☐ Performance-Based Compensation.

(7) ☐ Severance Pay.

(8) ☐ Other __.

Part IV – Elections to Defer Compensation

10. Salary Reduction Contributions (Article 4.1 of the Plan).

(a) Compensation below includes Performance-Based Compensation unless excluded in Compensation or a separate deferral election is permitted in (d) below. A Participant may enter into a Deferral Agreement to make the following *(complete, if applicable):*

(i) ☒ A Salary Reduction Contribution in one (1) percent increments from a minimum of 0% up to a maximum of 40% of Compensation.

(ii) ☐ Once a Participant reaches the deferral limit under the 401(k) Plan, a Salary Reduction Contribution in one (1) percent increments from a minimum of __% up to a maximum of __% Compensation.

(iii) ☐ A Salary Reduction Contribution up to a maximum deferral of *(check one, if applicable)*:

(1) ☐ the Calendar Year Code section 402(g) limit.

(2) ☐ an amount that, when combined with the 401(k) deferrals made to the 401(k) Plan, does not exceed the section 402(g) limit.

(3) ☐ $__.

(iv) ☐ A Salary Reduction Contribution in an amount equal to 0% or 100% of the average deferral percentage nondiscrimination testing refund.

(v) ☐ A Salary Reduction Contribution between 0% - 100% of the average deferral percentage nondiscrimination testing refund.

(vi) ☒ For Directors, a Contribution in one (1) percent increments from a minimum of 0% up to a maximum of 100% of board fees.

(b) A Participant may enter into a separate Deferral Agreement to make a bonus election *(complete, if applicable)*:

(i) ☒ Not applicable.

(ii) ☐ The bonuses paid by the Employer are included in the definition of Compensation and the Employer permits a Participant to enter into a separate Deferral Agreement to make a Salary Reduction Contribution in one (1) percent increments from a minimum of % up to a maximum of
% of bonuses.

(c) An Employer may allow a Participant's Deferral Agreement to remain in place from year to year, so long as the Deferral Agreement becomes irrevocable by the end of the Election Period preceding the Taxable Year in which Compensation subject to the Deferral Agreement is earned. The Employer will define each year the designated Election Period. As specified below, a Deferral Agreement will be made *(check one, if 10(a) above is applicable)*:

(i) ☒ Each Taxable Year (annual deferral election).

(ii) ☐ As of the last day of the Election Period preceding the Plan Year in which Compensation subject to the Deferral Agreement is earned, until such time as the Participant modifies or terminates the automatic Deferral Agreement for future Plan Years by notifying the Plan Administrator (carry forward deferral election).

(d) Performance-Based Compensation Contributions (Article 4.3 of the Plan).

(i) Performance-Based Compensation may be deferred under the Plan in a separate Performance-Based Compensation Deferral Election *(complete, if applicable)*:

(1) ☐ Not applicable.

(2) ☒ In one (1) percent increments from a minimum of 0% up to a maximum of 100%.

(ii) A Participant must enter into a Deferral Agreement with respect to Performance-Based Compensation Contributions *(check one, if 10(d)(i)(2) above is applicable):*

(1) ☒ During the same Election Period that is applicable for Salary Reduction Contributions.

(2) ☐ By the date that is at least six months before the end of the performance period described in Plan Article 4.3(b).

(iii) An Employer may allow a Participant's Deferral Agreement with respect to Performance-Based Compensation Contributions to remain in place from year to year, so long as such Deferral Agreement becomes irrevocable by the end of the Election Period preceding the Taxable Year in which Compensation subject to the Deferral Agreement is earned. The Employer will define each year the designated Election Period. As specified below, a Deferral Agreement will be made *(check one, if 10(d)(i) above is applicable)*:

(1) ☒ Each Taxable Year (annual deferral election).

(2) ☐ As of the last day of the Election Period preceding the Taxable Year in which Compensation subject to the Deferral Agreement is earned, until such time as the Participant modifies or terminates the automatic Deferral Agreement for future Plan Years by notifying the Plan Administrator (carry forward deferral election).

11. <u>Employer Contributions</u> (Article 4.2 of the Plan).

An Employer may elect to make the following types of Employer Contributions *(complete, if applicable)*:

(a) ☐ <u>Matching Contributions</u>

(i) ☐ No Matching Contributions.

(ii) ☒ Matching Contributions will be made on:

(1) ☐ Salary Reduction Contributions.

(2) ☐ Bonuses (if separate election).

(3) ☐ Performance-Based Compensation Contribution.

(4) ☒ Any or all of the above as determined by Board Resolution each Plan Year.

(iii) Matching Contributions may be made in the following percentage *(complete if 11(a)(ii) above, is applicable)*:

(1) ☐ Discretionary Match as determined by Board Resolution each Plan Year.

(2) ☐ Percentage Match: % of first % of a Participant's Deferral Compensation (as selected in 11(a)(ii)) for the Plan Year.

(3) ☐ The same percentage as the Employer makes as a matching contribution under the 401(k) Plan.

(4) ☒ Other: Discretionary Match as determined by the compensation committee.

(b) ☒ Nonelective Employer Contributions

(i) ☐ No Nonelective Employer Contributions.

(ii) ☒ Nonelective Employer Contributions may be in an amount equal to a *(complete, if applicable)*:

(1) ☐ Fixed Percentage: __% of a Participant's Compensation.

(2) ☐ Flat Dollar Amount: $__.

(3) ☐ Discretionary Amount as determined by Board Resolution each Plan Year.

(4) ☒ Other: Discretionary Amount as determined by the compensation committee.

Part V – Forms and Timing of Distributions – Upon Separation from Service (complete as applicable). If left blank or nothing is selected, ☐ (a) is the default.

(a) ☐ Separation from Service election is required and if the Plan allows, a Specified Date election is optional – Participant can make a Separation from Service election in accordance with Part V. and an optional Specified Date election in accordance with Part VI. The distribution is as of the earlier of either events.

(b) ☒ Separation from Service and/or Specified Date - Participant can make a Separation from Service election in accordance with Part V. and/or a Specified Date election in accordance with Part VI. If Participant makes both elections, distribution as of the earlier of Separation from Service or the Specified Date. If only a Specified Date election is made, no distribution following Separation from Service.

12. Retirement Age (Article 2.43 of the Plan).

The Retirement Age under the Plan shall be *(check one)*:

(a) ☐ Age 65.

(b) ☒ Age N/A.

13. Required Distribution Age *(complete if applicable)*:

__.

14. Distribution Elections upon Separation from Service (Article 5.3 of the Plan) *(check one)*:

(a) ☐ Not permitted. Plan default of Single sum at Separation from Service.

(b) ☒ Single distribution election per Participant Account (no separate distribution elections for sub-accounts, e.g., contribution sources):

(c) ☐ Multiple distribution elections per Participant (separate distribution elections permitted for sub-accounts, e.g., contribution sources). Check boxes for which there is a separate distribution election permitted:

(i) ☐ Salary Reduction Contributions.*

(ii) ☐ Performance-Based Compensation.

(iii) ☐ Nonelective Employer Contributions.

*Includes all Matching Contributions

15. Forms of Distribution upon Separation from Service

(a) A Participant may elect to have his or her Participant's Account balance distributed in the following form(s). If no election is made, a single sum payment is the default election *(check options to be available if 15(b) or (c) above is selected)*.

(i) ☒ A single sum payment.

(ii) ☒ Installment payments over *(check all that apply)*:

(1) ☐ 3 years.
(2) ☐ 5 years.
(3) ☐ 7 years.
(4) ☐ 10 years.
(5) ☒ A maximum of 10 years.
(6) ☐ Other: __.

(iii) ☐ Installment payments over the life expectancy of the Participant.

(b) If a Participant elects any installment payment option above, the Participant must designate that such payments will be made in accordance with the options selected below *(select option(s) to be available. Annual is default option if no option selected.)*

(i) ☐ Monthly.

(ii) ☐ Quarterly.

(iii) ☐ Semi-annually.

(iv) ☒ Annually.

16. <u>Timing of Distributions</u> <u>*(check one):*</u>

(a) ☐ At Separation from Service.
(b) ☐ __ months following Separation from Service.
(c) ☐ __ year(s) following Separation from Service.
(d) ☒ Variable year(s) following Separation from Service (enter years below):
<u>1</u> year(s).
<u>2</u> year.
__ year.
__ year.

17. <u>Processing Schedule for Distributions upon Separation from Service</u> (Articles 5.1A(b) and 5.1B(b) of the Plan).

Distributions shall be made after a distributable event set forth under Articles 5.3 through 5.7 of the Plan occurs, as follows *(check one)*:

(a) ☐ Immediately upon the occurrence of such distributable event; provided that such distribution may not be made more than 90 days following the distributable event.

(b) ☒ The 1st business day following January 1st immediately following such distributable event.

(c) ☐ The 1st business day of the 1st month of the calendar quarter immediately following such distributable event.

(d) ☐ As of the 1st business day of the month listed below immediately following such distributable event (can be up to four months):

(e) ☐ 1st or 7th month of the calendar year immediately following such distributable event.

(f) ☒ Other – For those participants who elected immediately following separation from service, distribution timing is six months following separation from service. For those participants who elected January following separation from service, distribution timing is January following separation from service. Notwithstanding, distribution timing is the later of six months following separation from service or the January following separation from service.

18. Single Sum Distributions upon Separation from Service (Articles 5.1A(c) and 5.1B(c) of the Plan).

At the time a distributable event set forth under Article 5.3 of the Plan occurs, if a Participant's Account balance is less than an amount specified below, a Participant has not already attained the minimum Age specified below or Participant separates from service for some other reason, such Account balance shall be distributed to the Participant in a single sum in accordance with the Timing of Distributions and Processing Schedule stated above *(complete if applicable)*:

(a) Minimum Age *(check one)*:

(i) ☒ No minimum Age.

(ii) ☐ Minimum Age __.

(b) Minimum Account Balance *(check one)*:

(i) ☐ No minimum account balance.

(ii) ☐ $10,000.

(iii) ☒ IRS 402(g) limit in the year of the distribution (must be greater than $10,000 but not to exceed $100,000).

(c) Separates from Service for some other reason

(i) ☒ No other reason to default to a single sum payout.

(ii) ☐ Default to lump sum for the following reason: __.

19. Change in the Form, Timing or Processing Schedule of Distribution upon Separation from Service (Article 4.4(b) of the Plan) *(check one)*:

(a) ☐ Not permitted.

(b) ☒ Permitted.

(i) A Participant may elect to change his or her form, timing or processing schedule under the Plan *(check one)*:

(1) ☐ Permitted only during an Election Period.
(2) ☒ Permitted at any time consistent with Code section 409A.

(ii) Maximum number of times a Participant may elect to change either the form or timing of distribution *(check one, if applicable)*:

(1) ☒ No limit.
(2) ☐ Number of changes: __

Part VI – Forms and Timing of Distributions as of a Specified Time (complete as applicable). If left blank or nothing is selected, ☐ (a) is the default.

(a) ☐ <u>Separation from Service election is required and if the Plan allows, a Specified Date election is optional</u> – Participant can make a Separation from Service election in accordance with Part V. and an optional Specified Date election in accordance with Part VI. The distribution is as of the <u>earlier</u> of either events.

(b) ☒ <u>Separation from Service and/or Specified Date</u> - Participant can make a Separation from Service election in accordance with Part V. and/or a Specified Date election in accordance with Part VI. If Participant makes both elections, distribution as of the earlier of Separation from Service or the Specified Date. If only a Specified Date election is made, no distribution following Separation from Service.

20. <u>Form of Distribution as of a Specified Time</u> (Article 5.2 of the Plan). Applies to <u>all</u> contribution sources *(select options to be available)*:

(a) ☐ Not permitted.

(b) ☒ Lump sum distribution.

(c) ☐ Partial distribution up to 100% (must be in whole percentages).

(d) ☐ Partial distribution in dollar amounts.

(e) ☐ Equal installment payments of entire account. Installment provisions are the same as the Forms of Distribution upon Separation from Service.

(f) ☒ Equal installment payments of entire account. Installment payments elected cannot exceed <u>5 years.</u>

21. <u>Processing Schedule for Distributions as of a Specified Time</u> (Article 5.2(a) of the Plan).

A Participant may designate to receive a distribution as of *(select options to be available)*:

(a) ☒ The 1st business day immediately following January 1st of the year of payout.

(b) ☐ The 1st business day of any month during the calendar year.

(c) ☐ The 1st business day of any quarter during the calendar year.

(d) ☐ The 1st or 7th month of the calendar year.

22. Distribution as of Specified Time Waiting Period (Article 5.2(c) of the Plan) *(complete, if applicable):*

No sooner than the January 1st that is 5 year(s) following the year of deferral.

23. Change in Form, Timing or Processing Schedule of Distributions as of a Specified Time (Article 4.4(b) of the Plan) *(check one, if applicable)*:

(a) ☐ Not permitted.

(b) ☒ Permitted.

(i) A Participant may elect to change his or her Form of Distribution to another Form of Distribution under the Plan *(check one)*:

(1) ☐ Permitted only during an Election Period.
(2) ☒ Permitted at any time consistent with Code section 409A.

(ii) Maximum number of times a Participant may elect to change either the Form or Timing of distribution *(check one, if applicable)*:

(1) ☒ No limit.
(2) ☐ Number of changes: __.

Part VII – Forms and Timing of Distributions Upon Other Events

24. Accelerated Payment Exceptions (Article 5.12 of the Plan)

In accordance with the terms of the Plan, an accelerated payment on behalf of an active or terminated participant may be paid under certain circumstances set forth in Article 5.12 of the Plan. Such circumstances are to comply with a domestic relations order, conflicts of interest, cashouts if the annual amount does not exceed certain limits, tax withholding, plan termination and liquidation, cancellation of deferral elections due to disability, unforeseeable emergency or hardship, 409A violation or certain offsets to cover a debt owed to the company not to exceed $5,000 per calendar year. *(check one; if not checked, the first box below is the default election)*

(a) ☒ The plan will provide for the accelerated payment exception.
(b) ☐ The plan will not provide for the accelerated payment exception.

25. Determination and Distribution upon Disability (Articles 2.15 and 5.4 of the Plan).

If a Participant becomes Disabled while employed with the Employer, the unpaid portion of his or her Participant's Account balance, if any, shall be distributed in a single sum.

A Participant shall be deemed Disabled *(check one; if not checked, the first box below is the default definition)*

(a) ☒ In accordance with a disability insurance program sponsored by the Employer, provided the definition set forth in the program satisfies the requirements of Article 2.15(a) of the Plan.

(b) ☐ By the Social Security Administration.

(c) ☐ In the Plan Administrator's sole discretion, subject to the requirements of Article 2.15(a) of the Plan.

26. Distributions upon Death (Article 5.5 of the Plan).

If a Participant dies while employed with the Employer, the unpaid portion of his or her Participant's Account balance, if any, shall be distributed in a single sum.

27. Withdrawals for an Unforeseeable Emergency (Articles 2.51 and 5.6 of the Plan) *(check one)*:

(a) ☐ Not permitted.

(b) ☒ Permitted.

28. Distribution upon a Change in Control Event (Article 5.7 of the Plan).

Upon a Change in Control Event, the unpaid portion of a Participant's Account balance, if any, shall be distributed as follows *(check one; if not checked, the first box is the default option)*:

(a) ☒ A single sum upon the occurrence of a Change in Control Event.

(b) ☐ No distribution upon a Change in Control Event.

29. Intervening Distributable Events (Article 5.8 of the Plan).

If a Participant has incurred a Separation from Service (whether or not such Participant is currently receiving a distribution form), then in lieu of the foregoing distribution form(s), the remainder of the Participant's Account balance will be distributed in a single sum upon the occurrence of *(select options to be available, if applicable)*:

(a) ☒ Disability.

(b) ☒ Death.

(c) ☒ Unforeseeable Emergency. (An amount may not exceed the amount necessary to satisfy such Emergency and the balance of installments will be recalculated.)

(d) ☒ A Change in Control Event.

Part VIII – Vesting

30. Salary Reduction Contributions (Article 8.1 of the Plan).

Salary Reduction Contributions and Performance-Based Compensation shall be 100 percent vested immediately.

31. Matching Contributions (Article 8.1 of the Plan).

A Participant shall be 100% vested upon Death, Disability, Retirement Age or Plan Termination. Matching Contributions shall vest in accordance with the following schedule:

(a) ☐ Not applicable. No Matching Contributions.

(b) ☐ 100 percent vesting immediately.

(c) ☐ 3 year cliff:

Percentage	Years of Service
0 percent	0-2
100 percent	3

(d) ☐ 5 year cliff:

Percentage	Years of Service
0 percent	0-4
100 percent	5

(e) ☐ 6 year graded:

Percentage	Years of Service
0 percent	0-1
20 percent	2
40 percent	3
60 percent	4
80 percent	5
100 percent	6

(f) ☐ 7 year graded:

Percentage	Years of Service
0 percent	0-2
20 percent	3
40 percent	4
60 percent	5
80 percent	6
100 percent	7

(g) ☒ Other Same Vesting Schedule per 401(k) Plan – Three Year Graded

32. Nonelective Employer Contributions (Article 8.1 of the Plan).

A Participant shall be 100% vested upon Death, Disability, Retirement Age or Plan Termination. Nonelective Employer Contributions shall vest in accordance with the following schedule *(default to Matching Contribution Vesting Schedule if nothing checked)*

(a) ☐ Not applicable. No Nonelective Employer Contributions.

(b) ☐ 100 percent vesting immediately.

(c) ☐ 3 year cliff:

Percentage	Years of Service
0 percent	0-2
100 percent	3

(d) ☐ 5 year cliff:

Percentage	Years of Service
0 percent	0-4
100 percent	5

(e) ☐ 6 year graded:

Percentage	Years of Service
0 percent	0-1
20 percent	2
40 percent	3
60 percent	4
80 percent	5
100 percent	6

(f) ☐ 7 year graded:

Percentage	Years of Service
0 percent	0-2

20 percent 3
40 percent 4
60 percent 5
80 percent 6
100 percent 7

(g) ☒ Other Vesting Schedule per 401(k) Plan – Three Year Graded

Part IX – Miscellaneous

33. Year of Service is defined as follows:

(a) ☐ Not applicable. All contributions are 100% vested.

(b) ☐ Not applicable. No Employer contributions.

(c) ☒ Year of Service as defined in 401(k) Plan of the Employer.

(d) ☐ Other

34. Plan Investments (Article 6 of the Plan) *(check one; if not checked, the first box is the default option)*

(a) ☒ Participants will be permitted to request the investment of the deferred amounts from a menu of investment alternatives made available by the Employer.

(b) ☐ Participants will not be permitted to request the investment of the deferred amounts from a menu of investment alternatives made available by the Employer.

(c) ☐ Participants will be permitted to make a phantom investment election of the deferred amounts from a menu of investment alternatives made available by the Employer.

(d) ☐ The Plan will provide a notional investment rate and Plan assets are not specifically set aside from Employer's general assets.

35. Addendum Items:

The provisions for Plan Years prior to the effective date of this restatement will remain in effect. This restatement is only for Plan Years 2023 and later.

36. State Law (Article 10.7 of the Plan)

This Plan shall be construed under the laws of the State of Delaware.

Execution

By executing this Adoption Agreement, the undersigned sponsoring Employer hereby adopts the Plan. The selections and specifications contained in this Adoption Agreement and the terms, provisions and conditions provided in the Transamerica Retirement Solutions, LLC Specimen Nonqualified Deferred Compensation Plan Document constitute the Plan. No other plan document may be used with this Adoption Agreement.

The sponsoring Employer further understands and acknowledges that:

- Transamerica Retirement Solutions, LLC is not a Party to the Plan and shall not be responsible for any tax or legal aspects of their Plan. The sponsoring Employer assumes responsibility for these matters.
- The sponsoring Employer has counseled, to the extent necessary, with its own selected legal and tax advisors.
- The obligations of Transamerica Retirement Solutions, LLC shall be governed solely by the provisions of TRS's contracts and policies; there is no requirement that Transamerica Retirement Solutions, LLC look into any action taken by the Plan Administrator or the Employer, and Transamerica Retirement Solutions, LLC and its affiliates shall be fully protected in taking, permitting or omitting any action on the basis of the actions of the Plan Administrator or Employer.
- Transamerica Retirement Solutions, LLC shall incur no liability for carrying out actions as directed by the Employer or Plan Administrator.
- Transamerica Retirement Solutions, LLC shall be under no obligation to update this Adoption Agreement or the Transamerica Retirement Solutions, LLC Nonqualified Deferred Compensation Plan Document for any subsequent changes in applicable law.

IN WITNESS WHEREOF, the Sponsoring Employer has caused this Adoption Agreement to be executed by a duly authorized representative this October day of 28, 2022.

Attest:	/s/ Amy Miraglia
	InterDigital, Inc.
By:	/s/ Amy Miraglia
Title:	Interim Chief Human Resource Officer

EXHIBIT 21

SUBSIDIARIES OF INTERDIGITAL, INC.

Subsidiary	Jurisdiction / State of Incorporation or Organization
Chordant Europe Ltd.	United Kingdom
Chordant France SAS	France
DRNC Holdings, Inc.	Delaware
IDLR Holdings, Inc.	Delaware
InterDigital Administrative Solutions, Inc.	Pennsylvania
InterDigital Belgium, LLC	Delaware
InterDigital Canada Ltee.	Delaware
InterDigital Capital, Inc.	Delaware
InterDigital CE Intermediate, SAS	France
InterDigital CE Patent Holdings, SAS	France
InterDigital Charitable Foundation, Inc	Delaware
InterDigital Communications, Inc.	Delaware
InterDigital Europe, Ltd.	United Kingdom
InterDigital Finland Oy	Finland
InterDigital Germany GmbH	Germany
InterDigital Holdings, Inc.	Delaware
InterDigital Madison Patent Holdings, SAS	France
InterDigital Patent Holdings, Inc.	Delaware
InterDigital R&D France, SAS	France
InterDigital Technologies (Beijing) Co., Ltd.	China
InterDigital Technology Corporation	Delaware
InterDigital VC Holdings, Inc.	Delaware
InterDigital Video Technologies, Inc.	Delaware
InterDigital Wireless, Inc.	Pennsylvania
IPR Licensing, Inc.	Delaware
NexStar Capital, LLC	Delaware
NexStar Partners GP, L.P.	Delaware
NexStar Partners, L.P.	Delaware
NexStar Strategic Investments, LLC	Delaware
VID SCALE, Inc.	Delaware

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-218755, 333-159743, 333-66626, 33-89922, and 33-43253) of InterDigital, Inc. of our report dated February 15, 2024 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Philadelphia, Pennsylvania
February 15, 2024

EXHIBIT 31.1

CERTIFICATIONS

I, Liren Chen, certify that:

1. I have reviewed this Annual Report on Form 10-K of InterDigital, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 15, 2024

/s/ Liren Chen

Liren Chen

President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Richard J. Brezski, certify that:

1. I have reviewed this Annual Report on Form 10-K of InterDigital, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 15, 2024

/s/ Richard J. Brezski

Richard J. Brezski

Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Annual Report on Form 10-K of InterDigital, Inc. (the “Company”) for the year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Liren Chen, President and Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 15, 2024

/s/ Liren Chen

Liren Chen

President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Annual Report on Form 10-K of InterDigital, Inc. (the “Company”) for the year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Richard J. Brezski, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 15, 2024

/s/ Richard J. Brezski

Richard J. Brezski
Chief Financial Officer

Exhibit 97

InterDigital, Inc. Clawback Policy

(Revised August 2023)

In accordance with the applicable rules of the Nasdaq Stock Market and Section 10D and Rule 10D-1 of the Securities Exchange Act of 1934 ("Exchange Act") (together, the "Clawback Rules"), the Board of Directors of InterDigital, Inc. (the "Company"), has adopted this Policy to provide for the recovery of certain compensation previously awarded, granted, earned and/or paid to Executives of the Company. The Board has delegated authority to the Compensation Committee to oversee the Policy's administration. Capitalized terms used are defined below. This Policy shall apply to Incentive-Based Compensation received on or after October 2, 2023 (the "Effective Date").

Policy:

In the event of any Restatement due to the Company's material, non-compliance with financial reporting requirements under the U.S. securities law, each Executive[1] will be required to repay or forfeit any Excess Compensation (calculated in the manner described below) Received by the Executive during the Clawback Period. In no event shall the Company be required to award an Executive an additional payment if the restated or accurate financial results would have resulted in a higher incentive compensation payment.

The Compensation Committee will take such reasonable action as it deems appropriate, in its sole and absolute discretion, to promptly recover the Excess Compensation in accordance with Clawback Rules, unless a majority of the independent members of the Board (or, if composed of independent directors, the Compensation Committee) determines that it would be impracticable to recover such amount because (1) the Company has made a reasonable and documented attempt to recover the Excess Compensation and has determined that the direct costs of enforcing recovery would exceed the Excess Compensation, or (2) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder. To the extent the Excess Compensation represents an award which has previously been deferred, such deferred compensation award shall be forfeited. Without otherwise limiting the Company's authority to recover the Excess Compensation hereunder, the Company shall have the authority to unilaterally forfeit an Executive's deferred compensation, subject to compliance with Section 409A of the Internal Revenue Code.

Definitions:

Restatement – means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under applicable federal securities laws in accordance with Rule 10D-1 of the Exchange Act, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that corrects an error that is not material to previously issued financial statements but would result in a material misstatement if the error correction was recognized in the current period or left uncorrected in the current period.

Changes to financial statements that do not constitute a Restatement include retrospective: (i) application of a change from one generally accepted accounting principle to another generally accepted accounting principle; (ii) revisions to reportable segment information due to a change in internal organization; (iii) reclassification due to a discontinued operation; (iv) application of a change in reporting entity, such as from a reorganization of entities under common control; (v) adjustments to provisional amounts in connection with a prior business combination; and (vi) revisions for stock splits, reverse stock splits, stock dividends, or other changes in capital structure.

[1] The Company retains the ability to extend this policy to all/ any Other Executive at its absolute discretion.

Clawback Period – Any of the completed three fiscal years immediately preceding:

- the date that the Company's Board (or Audit Committee) concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement, or
- the date that a court, regulator, or other legally authorized body directs the Company to prepare a Restatement.

For the avoidance of doubt, the Clawback Period with respect to an Executive applies to Incentive-Based Compensation Received by the Executive (a) after beginning service as an Executive (including compensation derived from an award authorized before the individual is newly hired as an executive (e.g., inducement grants) and (b) if that person served as an Executive at any time during the Performance Period for such Incentive-Based Compensation.

Excess Compensation – the amount of Incentive-Based Compensation received by the Executive on or after the Effective Date that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received had it been determined based on the Restatement without regard to any taxes paid.

After a Restatement, the Company will recalculate the applicable Financial Reporting Measure and Excess Compensation in accordance with the Clawback Rules and any other SEC and exchange requirements. The Company will determine whether, based on that Financial Reporting Measure as calculated relying on the original financial statements, an Executive received a greater amount of Incentive-Based Compensation than would have been received applying the recalculated Financial Reporting Measure. Where Incentive-Based Compensation is based only in part on the achievement of a Financial Reporting Measure performance goal, the Company will determine the portion of the original Incentive-Based Compensation based on or derived from the Financial Reporting Measure which was restated and will recalculate the affected portion based on the Financial Reporting Measure as restated to determine the difference between the greater amount based on the original financial statements and the lesser amount that would have been received based on the Restatement. The Excess Compensation will be calculated on a pre-tax basis to ensure that the Company recovers the full amount of Incentive-Based Compensation that was erroneously awarded. Documentation of the Company's calculation of the Excess Compensation shall be maintained and may be provided to NASDAQ as required by the Clawback Rules.

If equity compensation is recoverable due to being granted to the Executive (when the accounting results were the reason the equity compensation was granted) or vested by the Executive (when the accounting results were the reason the equity compensation was vested), in each case during the Clawback Period, then the Company will recover the excess portion of the equity award that would not have been granted or vested based on the Restatement, as follows:

- if the equity award is still outstanding, the Executive will forfeit the excess portion of the award;
- if the equity award has been exercised or settled into shares (the "**Underlying Shares**"), and the Executive still holds the Underlying Shares, the Company will recover the number of Underlying Shares relating to the excess portion of the award (less any exercise price paid for the Underlying Shares); and
- if the Underlying Shares have been sold by the Executive, the Company will recover the proceeds received by the Executive from the sale of the Underlying Shares relating to the excess portion of the award (less any exercise price paid for the Underlying Shares).

Executive - any current or former executive officer (as defined under Rule 10D-1) of the Company. This includes the Company's current or former principal executive officer, president, principal financial officer, chief accounting officer or controller, any vice-president of the Company in charge of a principal business unit, division or function, any any other current or former officer or person who performs or performed a significant policy-making function for the Company, including executive officers of Company subsidiaries or the Company's parent, if they perform such policy-making functions. All Executives are subject to this Policy, even if an Executive had no responsibility for the financial statement errors which required restatement. The Board determines who shall be an Executive for purposes of this policy on an annual basis.

Incentive-Based Compensation – includes all incentive-based compensation (including any cash or equity compensation) that is granted, earned or vested based wholly or in part upon the attainment of any Financial Reporting Measure. Incentive-Based Compensation does not include (i) base annual salary, (ii) compensation which is awarded based solely on service to the Company (e.g. a time-vested award, including time-vesting stock options or time-based restricted share units), or (iii) compensation which is awarded based solely on subjective standards, strategic measures (e.g. completion of a merger) or operational measures (e.g. attainment of a certain market share).

Incentive-Based Compensation is deemed **Received** in the fiscal period during which the applicable Financial Reporting Measure (as specified in the terms of the award) is attained (the "**Performance Period**"), even if the payment or grant occurs after the end of that fiscal period.

Financial Reporting Measures – measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements and any measures derived wholly or in part from such financial information (including non-GAAP measures, stock price and total shareholder return).

Other Executive – any executive vice president that reports directly to the Chief Executive Officer.

General Provisions:

The Company will not indemnify or provide insurance to cover any repayment of Incentive-Based Compensation in accordance with this Policy.

Recovery of Excess Compensation under this Policy is on a "no fault" basis, meaning that it will occur regardless of whether the Executive engaged in misconduct or was otherwise directly or indirectly responsible, in whole or in part, for the Restatement.

The provisions of this Policy apply to the fullest extent of the law; provided however, to the extent that any provisions of this Policy are found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

This Policy is in addition to (and not in lieu of) any right of repayment, forfeiture or right of offset against any Executive that is required pursuant to any other statutory repayment requirement (regardless of whether implemented at any time prior to or following the adoption of this Policy) or any other recoupment policy of, or agreement with, the Company; however, this Policy will not duplicate requirements on the same repayment. Nothing in this Policy in any way detracts from or limits any obligation that those subject to it have in law or pursuant to a management, employment, consulting, equity award or other plan or agreement with the Company or any of its subsidiaries.

The Board has full authority and discretion to administer, interpret and make determinations under this Policy. The Board has delegated its authority to the Compensation Committee. All determinations and decisions made by the Compensation Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on the Company, its subsidiaries and the persons to whom this Policy applies. Actions by the Compensation Committee need not be uniform with respect to any or all Executives or Other Executives.

This Policy may be amended by the Board or the Compensation Committee from time to time. Changes to this Policy will be communicated to all persons to whom this Policy applies. Executives are required to acknowledge annually that they have read this Policy and understand this Policy shall be binding and enforceable against them, their beneficiaries, heirs, executors, administrators or other legal representatives, as attached in Appendix A. Questions about the interpretation of this Policy should be addressed to the Company's Chief Legal Officer.

Appendix A

InterDigital, Inc. Clawback Policy

ACKNOWLEDGMENT

The undersigned acknowledges and agrees that the undersigned (i) is, and will be, subject to the InterDigital, Inc. Clawback Policy (the “Policy”) to which this acknowledgement is appended, and (ii) will abide by the terms of the Policy, including by returning Excess Compensation (as defined in the Policy) pursuant to whatever method the Board determines is advisable to achieve reasonably prompt recovery of such Excess Compensation, as prescribed under the Policy.

____

Print Name

____

Signature

Dated: