

Edgar Filing: InterDigital, Inc. - Form 8-K

InterDigital, Inc.
Form 8-K
January 18, 2008

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of earliest event reported): January 14, 2008

InterDigital, Inc.
(Exact name of registrant as specified in its charter)

Pennsylvania	1-11152	23-1882087
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

781 Third Avenue, King of Prussia, Pennsylvania	19406-1409
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: 610-878-7800

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02(e) Amendment to Compensatory Arrangements of Certain Officers

On January 14, 2008, the Compensation Committee (the "Compensation

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Committee") of the Board of Directors of InterDigital, Inc. (the "Company"), after considering information on total compensation for its executive officers, competitive conditions, accomplishment of fiscal year 2007 company goals, and individual performance, established annual base salaries for fiscal year 2008, approved fiscal year 2007 bonuses and determined the percentage earned with respect to performance-based equity awards previously granted to the Company's Chief Executive Officer, each person who served as the Company's Chief Financial Officer, and the three other most highly compensated executive officers in the Company's last completed fiscal year (collectively, the "named executive officers").

The following 2008 base salaries were approved for the Company's named executive officers.

Mr. William J. Merritt, President and Chief Executive Officer	\$500,000
Mr. Scott A. McQuilkin, Chief Financial Officer	
(since July 9, 2007)	\$294,250
Mr. Richard J. Fagan, former Chief Financial Officer	
(until July 9, 2007)	\$ ----
Mr. Lawrence F. Shay, Executive Vice President of IP, Chief Legal Officer & Government Affairs	\$310,000
Mr. Mark A. Lemmo, Executive Vice President, Business Development and Project Management	\$304,365
Mr. Bruce G. Bernstein, Chief Intellectual Property Officer	\$290,400

Following the assessment of the Company's achievement of its fiscal year 2007 goals and individual performance during fiscal year 2007, the Compensation Committee approved the following bonus awards under the Company's Annual Employee Bonus Plan for the named executive officers, most of which is expected to be paid in February 2008.

Mr. William J. Merritt, President and Chief Executive Officer	\$237,416
Mr. Scott A. McQuilkin, Chief Financial Officer	
(since July 9, 2007)	\$47,140
Mr. Lawrence F. Shay, Executive Vice President of IP, Chief Legal Officer & Government Affairs	\$98,302
Mr. Mark A. Lemmo, Executive Vice President, Business Development and Project Management	\$103,130
Mr. Bruce G. Bernstein, Chief Intellectual Property Officer	\$93,666

Thirty percent of all bonuses set forth above will be paid in shares of fully vested restricted stock subject to a two-year limitation on disposition and accompanied by a cash gross-up for income taxes (resulting in additional compensation to the named executive officers of up to approximately two-thirds of the value of the restricted stock). The Compensation Committee has yet to determine whether Mr. Fagan will be granted a bonus for the portion of fiscal year 2007 in which he served.

On August 14, 2006, the named executive officers who were employed by the Company at that time surrendered a number of time-based vesting restricted stock units ("RSU's") in exchange for the grant of an equal number of performance-based RSU's. According to their terms, such performance-based RSU's vested on January 15, 2008 as to a percentage based on the achievement of certain pre-established performance criteria. The Compensation Committee reviewed the performance criteria and accomplishments for fiscal year 2007 and determined that the performance-based RSU's had vested with respect to twenty percent (20%) of the shares subject thereto, as set forth in the table below.

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Officer -----	Initial Award -----	Earned -----
Mr. William J. Merritt, President and Chief Executive Officer	10,740	2,148
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Mr. Scott A. McQuilkin, Chief Financial Officer (since July 9, 2007)	-----	-----
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Mr. Richard J. Fagan, former Chief Financial Officer (until July 9, 2007)	5,600	980
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Mr. Lawrence F. Shay, Executive Vice President of IP, Chief Legal Officer & Government Affairs	4,462	892
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Mr. Mark A. Lemmo, Executive Vice President, Business Development and Project Management	5,590	1,118
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Mr. Bruce G. Bernstein, Chief Intellectual Property Officer	5,105	1,021
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERDIGITAL, INC.

By: /s/ Steven W. Sprecher

Steven W. Sprecher
Deputy General Counsel

Date: January 18, 2008