

InterDigital, Inc.
Form 4
March 17, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAY LAWRENCE F

(Last) (First) (Middle)

**200 BELLEVUE
PARKWAY, SUITE 300**

(Street)

WILMINGTON, DE 19809

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

InterDigital, Inc. [IDCC]

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

03/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
SEVP,Fut.Wireless,&Ch.IPCouns.

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/15/2017		F ⁽¹⁾		4,137	D	\$ 85.45	33,837.3829	D
Common Stock	03/15/2017		D ⁽²⁾		0.8107	D	\$ 85.45	33,836.5722	D
Common Stock	03/15/2017		A ⁽³⁾		34,099.2438	A	\$ 0	67,935.816	D
Common Stock	03/15/2017		F ⁽⁴⁾		15,056	D	\$ 85.45	52,879.816	D
Common Stock	03/15/2017		D ⁽⁵⁾		0.2438	D	\$ 85.45	52,879.5722	D

Common
Stock3,214 ⁽⁶⁾

I

By
401(k)
Plan

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

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SEC 1474
(9-02)

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHAY LAWRENCE F 200 BELLEVUE PARKWAY SUITE 300 WILMINGTON, DE 19809	SEVP,Fut.Wireless,&Ch.IPCouns.

Signatures

/s/ Claire H. Hanna, Attorney-in-Fact for Lawrence F.
Shay

03/17/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The restricted stock units were granted to the reporting person on March 15, 2014 pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's Long-Term Compensation Program and vested on March 15, 2017, together with accrued dividend

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equivalents.

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

The transaction reported represents the vesting of an award of performance-based restricted stock units granted to the reporting person on March 15, 2014 pursuant to the company's 2009 Stock Incentive Plan in accordance with the 2014-2016 cycle under the company's

- (3) Long-Term Compensation Program. Based on the achievement level of the 2014-2016 cycle performance goal, 200% of the reporting person's target performance-based restricted stock unit award, or 32,584 restricted stock units, vested on March 15, 2017, together with 1,515.2438 additional shares representing accrued dividend equivalent units.
- (4) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability in connection with the transaction described in Note 3.
- (5) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units, as described in Note 3.
- (6) As of the most recently published account statement, the reporting person beneficially owned this number of whole shares of common stock pursuant to the InterDigital Savings and Protection Plan.

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

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