

InterDigital, Inc.
Form DEF 14A
April 30, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

INTERDIGITAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Fee not required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

Table of Contents

InterDigital, Inc.

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held June 4, 2009**

TO THE SHAREHOLDERS OF INTERDIGITAL, INC.:

Our 2009 annual meeting of shareholders will be held on Thursday, June 4, 2009, at 11:00 a.m. Eastern Time, at the Dolce Valley Forge Hotel, 301 West DeKalb Pike, King of Prussia, Pennsylvania 19406-1409. At the meeting, the holders of our outstanding common stock will act on the following matters:

1. Election of the director named in the proxy statement, for a term of three years;
2. Adoption and approval of our 2009 Stock Incentive Plan;
3. Ratification of the appointment of our independent registered public accounting firm for the year ending December 31, 2009; and
4. Such other business as may properly come before the meeting.

All holders of record of shares of our common stock (NASDAQ: IDCC) at the close of business on April 7, 2009 are entitled to vote at the meeting and at any postponements or adjournments of the meeting. To ensure that your vote is recorded promptly, **please vote as soon as possible**, even if you plan to attend the meeting in person. If you have Internet access, **we encourage you to record your vote via the Internet**. It is convenient, and it saves us postage and processing costs. In addition, when you vote via the Internet, your vote is recorded immediately, and there is no risk that postal delays will cause your vote to arrive late and therefore not be counted. If you do not vote via the Internet, please vote by telephone or by completing, signing, dating and returning the accompanying proxy card in the enclosed return envelope. Submitting your proxy by Internet, telephone or mail will not affect your right to vote in person if you decide to attend the annual meeting.

IF YOU PLAN TO ATTEND THE MEETING:

Registration will begin at 9:30 a.m., and seating will begin at 10:30 a.m. Each shareholder will need to bring an admission ticket and valid picture identification, such as a driver's license or passport, for admission to the meeting. Shareholders holding stock in brokerage accounts (street name holders) will need to bring a copy of a brokerage statement reflecting stock ownership as of the record date. Cameras, recording devices and other electronic devices will not be permitted at the meeting, and all cellular phones must be silenced during the meeting. We realize that many cellular phones have built-in digital cameras, and while these phones may be brought into the meeting, the camera function may not be used at any time.

By Order of the Board of Directors,

STEVEN W. SPRECHER
General Counsel and Secretary

April 30, 2009
King of Prussia, Pennsylvania

TABLE OF CONTENTS

	Page
<u>ABOUT THE MEETING AND VOTING</u>	1
<u>GOVERNANCE OF THE COMPANY</u>	3
<u>Code of Ethics</u>	3
<u>Director Independence</u>	3
<u>Board Leadership</u>	4
<u>Board Structure and Committee Membership</u>	4
<u>Communications with the Board</u>	7
<u>Communications about Accounting Matters</u>	7
<u>DIRECTOR COMPENSATION</u>	7
<u>PROPOSALS TO BE VOTED ON</u>	10
<u>Election of Director</u>	10
<u>Adoption and Approval of the Company's 2009 Stock Incentive Plan</u>	11
<u>Ratification of Appointment of Independent Registered Public Accounting Firm</u>	19
<u>REPORT OF THE AUDIT COMMITTEE</u>	21
<u>EXECUTIVE OFFICERS</u>	22
<u>EXECUTIVE COMPENSATION</u>	23
<u>Compensation Committee Report</u>	23
<u>Compensation Discussion and Analysis</u>	23
<u>Summary Compensation Table</u>	33
<u>Grants of Plan-Based Awards</u>	35
<u>Outstanding Equity Awards at Fiscal Year-End</u>	36
<u>Option Exercises and Stock Vested</u>	37
<u>Potential Payments upon Termination or Change in Control</u>	37
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	48
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	49
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	50
<u>OTHER MATTERS</u>	51
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	51
<u>Shareholder Proposals</u>	51
<u>Proxy Solicitation Costs and Potential Savings</u>	51
<u>Annual Report on Form 10-K</u>	52
<u>Other Business</u>	52
<u>APPENDIX A 2009 STOCK INCENTIVE PLAN</u>	A-1

Table of Contents

INTERDIGITAL, INC.
781 Third Avenue
King of Prussia, Pennsylvania 19406-1409

PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to Be Held on June 4, 2009: The proxy statement and annual report to shareholders are available at <http://ir.interdigital.com/annuals.cfm>

This proxy statement contains information relating to our annual meeting of shareholders to be held on Thursday, June 4, 2009, beginning at 11:00 a.m. Eastern Time, at the Dolce Valley Forge Hotel, 301 West DeKalb Pike, King of Prussia, Pennsylvania, and at any postponements or adjournments of the meeting. Your proxy for the meeting is being solicited by our board of directors. This proxy statement and our annual report are being mailed to shareholders beginning on or about April 30, 2009.

ABOUT THE MEETING AND VOTING

What is the purpose of the annual meeting?

At our annual meeting, shareholders will act upon the matters outlined in the notice of meeting provided with this proxy statement, including: the election of director; adoption and approval of our 2009 Stock Incentive Plan; ratification of the appointment of our independent registered public accounting firm; and such other business as may properly come before the meeting. In addition, management will report on the performance of our company and respond to questions from shareholders.

Who may attend the meeting?

Subject to space availability, all shareholders as of April 7, 2009, the record date, or their duly appointed proxies, may attend the meeting. Registration will begin at 9:30 a.m., and seating will begin at 10:30 a.m. If you plan to attend the meeting, please note that you will need to bring your admission ticket and valid picture identification, such as a driver's license or passport. Cameras, recording devices and other electronic devices will not be permitted at the meeting, and all cellular phones must be silenced during the meeting. We realize that many cellular phones have built-in digital cameras, and while these phones may be brought into the meeting, the camera function may not be used at any time.

Please also note that if you hold your shares in street name (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date.

Who is entitled to vote at the meeting?

Only shareholders of record at the close of business on April 7, 2009, the record date, are entitled to receive notice of and to participate in the annual meeting. If you were a shareholder of record on that date, you will be entitled to vote all of the shares that you held on that date at the meeting, or any postponements or adjournments of the meeting. There were 43,674,346 shares of our common stock outstanding on the record date.

What are the voting rights of the holders of the company's common stock?

Each share of our common stock outstanding on the record date will be entitled to one vote on each matter considered at the meeting.

What is a quorum?

A quorum is the minimum number of our shares of common stock that must be represented at a duly called meeting in person or by proxy in order to conduct business legally at the meeting. For the annual meeting, the presence, in person or by proxy, of the holders of a majority of the shares entitled to vote will be

Table of Contents

considered a quorum. If you are a registered shareholder, you must deliver your proxy by Internet, telephone or mail, or attend the annual meeting in person and vote, in order to be counted in the determination of a quorum. If you are a street name shareholder, your broker or other nominee will vote your shares pursuant to your proxy directions, and such shares will count in the determination of a quorum. If you do not provide any directions to your broker or other nominee, your shares will still count for purposes of attaining a quorum, and your broker or other nominee may vote your shares in its discretion on proposals 1 and 3.

How do I vote?

If you are a registered shareholder, you may submit your proxy by Internet, telephone or mail by following the instructions included with your proxy card. The deadline for submitting your proxy by Internet or telephone is 11:59 p.m. Eastern Time on June 3, 2009. The designated proxy will vote according to your instructions. You may also attend the meeting and deliver a proxy card to be voted in the same manner, or you may personally vote by ballot.

If you are a street name shareholder, your properly signed and returned voting instruction card will be tabulated and voted by your broker or other nominee. Please check your voting instruction card or contact your broker or other nominee to determine whether you will be able to deliver your voting instructions by Internet or telephone. If you are a street name shareholder and you want to vote at the meeting, you will need to obtain a signed proxy from the broker or nominee that holds your shares, because the broker or nominee is the legal, registered owner of the shares.

If you are a member of a retirement or savings plan or other similar plan, you may submit your voting instructions by Internet, telephone or mail by following the instructions included with your voting instruction card. The deadline for submitting your voting instructions by Internet or telephone is 11:59 p.m. Eastern Time on June 2, 2009. The trustee or administrator of the plan will vote according to your instructions and the rules of the plan.

Can I change my vote after I return my proxy or voting instruction card?

If you are a registered shareholder, you may revoke or change your vote at any time before the proxy card is voted, by filing with our secretary either a written notice of revocation or a duly executed proxy bearing a later date. If you attend the meeting in person, you may ask the judge of elections to suspend your proxy holder's power to vote, and you may submit another proxy or vote by ballot. Your attendance at the meeting will not by itself revoke a previously granted proxy.

If your shares are held in street name or you are a member of a retirement or savings plan or other similar plan, please check your voting instruction card or contact your broker, nominee, trustee or administrator to determine whether you will be able to revoke or change your vote.

Will my vote be confidential?

It is our policy to maintain the confidentiality of proxy cards, ballots and voting tabulations that identify individual shareholders except as might be necessary to meet any applicable legal requirements and, in the case of any contested proxy solicitation, as might be necessary to allow proper parties to verify proxies presented by any person and the results of the voting.

What are the board's recommendations?

The board recommends that you vote:

For election of the nominated director (see proposal 1);

For adoption and approval of our 2009 Stock Incentive Plan (see proposal 2); and

For ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2009 (see proposal 3).

Table of Contents

What vote is required to approve each proposal?

Election of director. Directors are elected by a plurality of votes cast. This means that the director receiving the most votes cast at the meeting will be elected to serve for the next three years. Only votes cast for are counted in determining whether a plurality has been cast in favor of a director. A properly executed proxy marked withhold authority with respect to the election of a director will not be voted with respect to the director. Votes to withhold authority, while included for purposes of attaining a quorum, will have no effect on the vote on this matter.

Other proposals. For each other proposal, the affirmative vote of a majority of the votes cast will be required for approval. Abstentions, while included for purposes of attaining a quorum, will have no effect on the outcome of the proposal.

Street name shares and broker non-votes. If you hold your shares in street name through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some proposals if you do not provide voting instructions. Broker non-votes are shares that a broker or nominee does not vote because it has not received voting instructions and does not have discretionary authority to vote. For this meeting, if you do not give specific instructions, your broker or nominee may cast your vote in its discretion for proposal 1, the election of director, and for proposal 3, the ratification of the appointment of the company's independent registered public accounting firm. Broker non-votes, if any, are included for purposes of attaining a quorum. On proposals where brokers do not have discretionary voting authority, including proposal 2, the adoption and approval of our 2009 Stock Incentive Plan, broker non-votes will have no effect on the outcome of a proposal.

GOVERNANCE OF THE COMPANY

Where can I find information about the governance of the company?

The company has adopted corporate governance principles that, along with the charters of the board committees, provide the framework for the governance of the company. The nominating and corporate governance committee is responsible for annually reviewing the principles and recommending any proposed changes to the board for approval. A copy of our corporate governance principles is posted on our website at <http://ir.interdigital.com> under the heading Corporate Governance, along with the charters of our board committees and other information about our governance practices. We will provide to any person without charge a copy of any of these documents upon written request to our secretary at InterDigital, Inc., 781 Third Avenue, King of Prussia, Pennsylvania 19406-1409.

Code of Ethics

Does the company have a code of ethics?

We have adopted a Code of Ethics that applies to all directors, officers, employees and consultants. In the event that we make any amendment to, or grant any waiver of, a provision of the Code of Ethics, we will disclose the amendment or waiver as required by applicable rules. The Code of Ethics is available on the company's website at <http://ir.interdigital.com> under the heading Corporate Governance. We will provide to any person without charge a copy of our Code of Ethics upon written request to our secretary at InterDigital, Inc., 781 Third Avenue, King of Prussia, Pennsylvania 19406-1409.

Director Independence

How does the board determine which directors are considered independent?

Each year, prior to the annual meeting, the board reviews and assesses the independence of its directors and makes a determination as to the independence of each director based on the recommendation of the nominating and corporate governance committee. During this review, the board considers transactions and relationships between each director or any member of his or her immediate family and our company and its

Table of Contents

subsidiaries and affiliates. The board measures these transactions and relationships against the independence requirements of The NASDAQ Stock Market, LLC. As a result of this review, the board affirmatively determined that Messrs. Harry G. Campagna, Steven T. Clontz, Edward B. Kamins and Robert W. Shaner are independent in accordance with applicable NASDAQ listing standards. To our knowledge, none of the independent directors has any direct or indirect relationships with our company or its subsidiaries and affiliates, other than serving as a director.

On April 27, 2009, the company learned that Robert S. Roath is not an independent director because Mr. Roath has a son who for several years has been a partner at PricewaterhouseCoopers LLP (PwC), the company's independent registered public accounting firm. At a meeting of the board held on April 28, 2009, Mr. Roath resigned from the audit, compensation and nominating and corporate governance committees, effective immediately. In addition, D. Ridgely Bolgiano resigned as a member of the board, effective immediately. Mr. Bolgiano recently retired from his employment as vice president and chief scientist of the company in June 2008 and had planned to step down from his position on the board in the near future. Finally, the board, upon the recommendation of the nominating and corporate governance committee, appointed Mr. Campagna to serve as a member of the audit committee to fill the vacancy caused by Mr. Roath's resignation. As a result of these actions, a majority of the board is comprised of independent directors and the audit, compensation and nominating and corporate governance committees are comprised entirely of independent directors.

Board Leadership

Who is the chairman of the board?

Mr. Campagna, who is an independent director, has served as chairman of the board since April 1996.

Board Structure and Committee Membership

How is the board made up?

Our articles of incorporation provide for a board consisting of three classes of directors with overlapping three-year terms. One class of directors is elected each year with a term extending to the third succeeding annual meeting after election. Due to the passing of Mr. Shaner and the resignation of Mr. Bolgiano, the board reduced its size to five directors and reduced the size of their respective classes to one on an interim basis while the board actively seeks new director candidates.

How often did the board meet during 2008?

The board met eight times during 2008. Each director is expected to attend each meeting of the board and those committees on which he or she serves. No director attended less than 75% of the aggregate of all board meetings and meetings of committees on which the director served during 2008. We usually schedule meetings of the board on the day immediately preceding or following our annual meeting, and, when this schedule is followed, it is the policy of the board that directors are expected to attend our annual meeting. All current directors attended the annual meeting of shareholders in June 2008.

What is the role of the primary board committees?

The board has standing audit, compensation, finance and investment, nominating and corporate governance and executive committees. The audit, compensation and nominating and corporate governance committees are composed entirely of independent directors, as determined by the board in accordance with applicable NASDAQ listing standards. In addition, audit committee members meet additional heightened independence criteria applicable to audit

committee members under applicable NASDAQ listing standards. Each of the

Table of Contents

committees operates under a written charter that has been approved by the board. The table below provides information about the current membership of the committees and the number of meetings held in 2008.

Name/Item	Audit Committee	Compensation Committee	Finance and Investment Committee	Nominating and Corporate Governance Committee	Executive Committee
Harry G. Campagna	X	Chair		Chair	Chair
Steven T. Clontz	X	X	X	X	X
Edward B. Kamins	Chair	X	X	X	
Robert S. Roath			Chair		X
Number of Meetings in 2008	8	6	3	4	3

Audit Committee

The audit committee assists the board in its general oversight responsibilities relating to the company's corporate accounting, its financial reporting practices and audits of its financial statements. Among other things, the committee:

Appoints, compensates, retains, evaluates and oversees the work of the company's independent registered public accounting firm;

Reviews the adequacy and effectiveness of our system of internal control over financial reporting and disclosure controls and procedures;

Reviews and approves the management, scope, plans, budget, staffing and relevant processes and programs of the company's internal audit function; and

Establishes and oversees procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters.

All of the audit committee members are financially literate. The board has determined that Mr. Clontz is qualified as an audit committee financial expert within the meaning of applicable Securities and Exchange Commission (SEC) regulations and that Mr. Clontz acquired his expertise primarily through his experience as a chief executive officer. The audit committee charter is available on the company's website at <http://ir.interdigital.com> under the heading Corporate Governance.

Compensation Committee

The compensation committee assists the board in discharging its responsibilities relating to the compensation of the chief executive officer and other executive officers. Among other things, the committee:

Reviews and approves the corporate goals and objectives relevant to the compensation of our chief executive officer and other executive officers, evaluates their performance in light of such goals and objectives and, based on its evaluations and appropriate recommendations, reviews and approves the compensation of our chief executive officer and other executive officers, each on an annual basis;

Assists the board in developing and evaluating potential candidates for executive positions and in overseeing the development of executive succession plans;

Reviews and discusses with management the Compensation Discussion and Analysis required by SEC rules, recommends to the board whether the Compensation Discussion and Analysis should be included in the company's annual report and proxy statement and prepares the compensation committee report required by SEC rules for inclusion in the company's annual report and proxy statement;

Reviews periodically compensation for non-management directors of the company and recommends changes to the board as appropriate;

Table of Contents

Reviews and approves compensation packages for new executive officers and severance packages for executive officers whose employment terminates with the company;

Reviews and makes recommendations to the board with respect to the adoption or amendment of incentive and other equity-based compensation plans;

Administers the company's equity incentive plans;

Reviews periodically, revises as appropriate and monitors compliance by directors and executive officers with the company's stock ownership guidelines; and

Assesses the independence of any outside compensation consultant of the company.

The compensation committee charter is available on the company's website at <http://ir.interdigital.com> under the heading Corporate Governance.

Nominating and Corporate Governance Committee

The nominating and corporate governance committee assists the board in identifying qualified individuals to become board and committee members, considers matters of corporate governance and assists the board in evaluating the board's effectiveness. Among other things, the committee:

Develops and recommends to the board criteria for board membership;

Identifies, reviews the qualifications of and recruits candidates for election to the board and to fill vacancies or new positions on the board;

Reviews candidates recommended by the company's shareholders for election to the board;

Reviews annually our corporate governance principles and recommends changes to the board as appropriate;

Recommends to the board changes to our Code of Ethics;

Reviews and makes recommendations to the board with respect to the board's and each committee's size, structure, composition and functions; and

Oversees the process for evaluating the board and its committees.

The committee will consider director candidates recommended by our shareholders. Shareholders recommending candidates for consideration by the nominating and corporate governance committee should send their recommendations to our secretary at InterDigital, Inc., 781 Third Avenue, King of Prussia, Pennsylvania 19406-1409. The recommendation must include the candidate's name, biographical data and qualifications.

Any such recommendation should be accompanied by:

a written statement from the candidate of his or her consent to be named as a candidate and, if nominated and elected, to serve as a director;

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a completed written questionnaire in form and substance to be provided by the secretary, covering matters including the background and qualifications of the candidate to serve on the board; and

a written representation and agreement in form and substance to be provided by the secretary, regarding any agreement, arrangement or understanding to which the candidate is a party relating to any voting commitment or assurance made by the candidate, and certain other matters as more particularly described in our bylaws.

Table of Contents

The board endeavors to have members representing diverse experience at policymaking levels in business, finance and technology and other areas that are relevant to the company's global activities. The selection criteria for director candidates include the following:

Each director should be an individual of the highest personal and professional ethics, integrity and values.

Each director should be committed to representing the long-term interests of the company's shareholders and demonstrate a commitment to long-term service on the board.

Each director should have an inquisitive and objective perspective, practical wisdom and mature judgment.

The committee evaluates director candidates recommended by shareholders based on the same criteria used to evaluate candidates from other sources. The nominating and corporate governance committee charter is available on the company's website at <http://ir.interdigital.com> under the heading Corporate Governance.

Finance and Investment Committee

The finance and investment committee assists the board by monitoring, providing advice and recommending action with respect to the investment and financial policies and strategies and capital structure of the company.

Executive Committee

The executive committee holds and is empowered to exercise the authority of the board between board meetings in overseeing the management of the business and affairs of the company.

Communications with the Board

How can shareholders communicate with the board?

Shareholders and other parties interested in communicating directly with any individual director, including the chairman, the board as a whole or the non-management directors as a group may do so by writing to Investor Relations, InterDigital, Inc., 781 Third Avenue, King of Prussia, Pennsylvania 19406-1409, or by sending an email to ***Directors@InterDigital.com***. Our corporate communications department reviews all such correspondence and regularly forwards to the board or specified director a summary of all such correspondence and copies of all correspondence that deals with the functions of the board or its committees or that otherwise requires their attention. Directors may, at any time, review a log of all correspondence we receive that is addressed to members of the board and request copies of any such correspondence.

Communications about Accounting Matters

How can individuals report concerns relating to accounting, internal control or auditing matters?

Concerns relating to accounting, internal control or auditing matters may be submitted by writing to Office of the Ombudsman, P.O. Box 60814, King of Prussia, Pennsylvania 19406. All correspondence will be brought to the attention of the chairman of the audit committee and handled in accordance with procedures established by the audit committee with respect to these matters.

DIRECTOR COMPENSATION

How are directors compensated?

For board participation during fiscal year 2008, our non-management directors each received annual base compensation of \$25,000. They each also received committee participation compensation equal to \$5,000 annually (\$15,000 annually for service as chairman of the executive, compensation, finance and investment and nominating and corporate governance committees and \$30,000 annually for service as chairman of the

Table of Contents

audit committee). Our chairman of the board receives 10,000 restricted stock units (RSUs) (all vesting one year from the grant date) each year on January 15th (or the next preceding trading day if the 15th is not a trading day). In addition, each non-management director receives 2,000 RSUs (all vesting one year from the grant date) at each annual meeting, and all non-management directors who are re-elected at an annual meeting also receive 6,000 RSUs (2,000 vesting each year beginning at the first anniversary of such re-election). All cash payments are based upon service for a full year, and prorated payments are made for service less than a full year. These payments are made on a quarterly basis; however, cash payments and RSU awards 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.

The compensation committee is responsible for reviewing and making recommendations to the board about compensation for non-management directors. In 2007, the committee retained Compensation Strategies, Inc. (CSI), to conduct a market review of the company s compensation program for non-management directors. CSI reports directly to the compensation committee. CSI assessed the competitiveness of the company s director compensation as measured against a peer group recommended by CSI and presented its conclusions to the committee in June 2007. After reviewing the information provided by CSI, including CSI s conclusion that the company s director compensation was close to the median among companies in the peer group, the compensation committee concluded that no changes were necessary and ratified the company s annual compensation program for non-management directors effective as of January 1, 2007. In 2008, the compensation committee determined that it was not necessary for CSI to conduct another market review of the company s compensation program for non-management directors, and no changes were made to the company s annual compensation program for non-management directors for 2008. In addition to conducting periodic market reviews of the company s non-management director compensation, CSI discusses major shifts in the marketplace for director compensation with the committee or management, as appropriate, as these shifts occur from time to time. In addition, at least annually, CSI discusses with the chief administrative officer any variables that might affect director compensation to assist the company in its ongoing efforts to provide a compensation program for non-management directors that is competitive. Additional information about CSI appears below under the heading Role of Compensation Committee, Executive Officers and Compensation Consultant in Compensation Decisions.

To align the interests of directors with those of our shareholders, the company has adopted stock ownership guidelines for directors. Individuals are expected to meet their targets within five years of the date they become subject to the guidelines. Stock ownership guidelines applicable to the non-management directors are set at a target of three times their annual cash retainer. Qualifying ownership includes common stock, restricted stock and RSUs. All non-management directors were in compliance with the guidelines as of March 31, 2009.

Non-management Director Compensation Table

The following table sets forth the compensation paid to each person who served as a non-management director of the company in 2008:

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)(3)	All Other Compensation (\$)	Total (\$)
D. Ridgely Bolgiano(4)	12,500	24,762	277,209	314,471
Harry G. Campagna	70,000	337,251		407,251
Steven T. Clontz	45,000	118,351		163,351

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Edward B. Kamins	40,000	122,373	162,373
Robert S. Roath	80,000(5)	135,295	215,295
Robert W. Shaner	33,750(6)	51,163	84,913

(1) Amounts reported represent the aggregate annual board, committee chairman and committee membership retainers paid to each non-management director, as described above.

Table of Contents

(2) Amounts reported represent RSU awards granted pursuant to our Non-management Directors Compensation Plan. The following table sets forth the grant date fair value of each RSU award granted in 2008.

Name	Grant Date	Number of Restricted Stock Units (#)	Grant Date Fair Value of Stock Awards (\$)
Harry G. Campagna	1/15/2008	10,000	218,900
	6/5/2008	6,000	158,220
	6/5/2008	2,000	52,740
D. Ridgely Bolgiano	7/1/2008	1,863	45,401
Steven T. Clontz	6/5/2008	6,000	158,220
	6/5/2008	2,000	52,740
Edward B. Kamins	6/5/2008	6,000	158,220
	6/5/2008	2,000	52,740
Robert S. Roath	6/5/2008	2,000	52,740

As of December 31, 2008, non-management directors had the following option and unvested restricted stock unit awards outstanding. The amount of outstanding restricted stock units reported for Mr. Bolgiano includes 348 performance-based RSUs granted to him in 2007 for his service as an employee of the company. This table does not include RSUs that, as of December 31, 2008, had vested according to their vesting schedule, but had been deferred.

Name	Outstanding Restricted Stock Units (#)	Outstanding Stock Options (#)
Harry G. Campagna	8,000	181,000
D. Ridgely Bolgiano	2,211	99,800
Steven T. Clontz	8,000	154,000
Edward B. Kamins	8,000	
Robert S. Roath	6,000	144,190