

INTERDIGITAL INC.
Form S-8 POS
April 09, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Post-Effective Amendment No. 2 (No. 333-96781)
to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
INTERDIGITAL INC.
(Exact Name of Registrant as Specified in Charter)**

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

23-1882087
(I.R.S. Employer
Identification Number)

**781 Third Avenue
King of Prussia, PA 19406-1409**
(Address of Principal Executive Offices)
(610) 878-7800
(Registrant's telephone number, including area code)

Employee Stock Purchase Plan
(Full Titles of the Plans)
Steven W. Sprecher, General Counsel and Government Affairs Officer
InterDigital Inc.
781 Third Avenue

King of Prussia, Pennsylvania 19406-1409
(610) 878-7800
(Name and Address, including Zip Code,
and Telephone Number, including Area Code
of Agent For Service)

TERMINATION OF REGISTRATION

InterDigital Inc., formerly known as InterDigital Communications Corp., (the Company), is filing this Post-Effective Amendment No. 2 (the Post-Effective Amendment) in connection with certain shares of the Company s common stock, par value \$0.01 per share (the Common Stock), that were registered pursuant to the Registration Statement on Form S-8, File No. 333-96781 (the Registration Statement).

Upon its effectiveness on July 19, 2002, the Registration Statement covered 1,000,000 shares of Common Stock to be offered or sold under the Company s Employee Stock Purchase Plan (the Employee Stock Purchase Plan). Effective December 31, 2007, the Employee Stock Purchase Plan has been terminated. Accordingly, by this Post-Effective Amendment, the Company hereby deregisters 846,080 shares of Common Stock covered by the Registration Statement. These deregistered shares represent] all of the shares remaining available for offer and sale under the Employee Stock Purchase Plan as of December 31, 2007.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 to Form S-8 (No. 333-96781) and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of King of Prussia, Commonwealth of Pennsylvania, on March 20, 2008.

INTERDIGITAL INC.

By: /s/ William J. Merritt
William J. Merritt
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to Form S-8 (No. 333-96781) has been signed by the following persons in the capacities and on the date indicated.

/s/ D. Ridgely Bolgiano

Name: D. Ridgely Bolgiano
Title: Director
Date: March 20, 2008

/s/ Harry G. Campagna

Name: Harry G. Campagna
Title: Chairman of the Board of Directors
Date: March 20, 2008

/s/ Steven T. Clontz

Name: Steven T. Clontz
Title: Director
Date: April 4, 2008

/s/ Edward B. Kamins

Name: Edward B. Kamins
Title: Director
Date: March 20, 2008

/s/ Robert S. Roath

Name: Robert S. Roath
Title: Director
Date: March 20, 2008

/s/ Robert W. Shaner

Name: Robert W. Shaner
Title: Director
Date: March 28, 2008

/s/ William J. Merritt

Name: William J. Merritt
Title: Director, President and Chief Executive Officer
Date: March 20, 2008

/s/ Scott A. McQuilkin

Name: Scott A. McQuilkin
Title: Chief Financial Officer
Date: March 20, 2008