

INTERDIGITAL COMMUNICATIONS CORP  
Form S-8 POS  
March 01, 2001

As Filed with the Securities and Exchange Commission on March 1, 2001  
Registration No. 33-89922

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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POST-EFFECTIVE AMENDMENT  
TO  
FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933  
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INTERDIGITAL COMMUNICATIONS CORPORATION  
(Exact Name of Registrant as Specified in Charter)

PENNSYLVANIA  
(State or Other Jurisdiction  
of Incorporation or  
Organization)

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

781 Third Avenue  
King of Prussia, Pennsylvania 19406  
(610) 878-7800  
(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive offices)

NON-QUALIFIED STOCK OPTION PLAN

(Full title of the plan)

William J. Merritt, General Counsel  
InterDigital Communications Corporation  
781 Third Avenue  
King of Prussia, Pennsylvania 19406  
(Name and address of agent for service)

(610) 878-7800  
(Telephone number, including area code, of agent for service)

Upon its effectiveness on March 3, 1995, this Registration Statement of InterDigital Communications Corporation (the "Company") on Form S-8, Registration No. 33-89922 (the "Registration Statement"), covered 750,000 shares of common stock of the Company, par value \$.01 per share ("Common

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Stock"), related to options granted or to be granted under the Company's Non-Qualified Stock Option Plan (the "Non-Qualified Plan").

In connection with the approval and adoption by the Company of an award and incentive compensation plan entitled the 2000 Stock Award and Incentive Plan (the "2000 Plan"), all shares remaining available for awards under the Non-Qualified Plan are now available for issuance under the 2000 Plan. No further options to purchase shares of Common Stock will hereafter be granted under the Non-Qualified Plan.

Accordingly, by this Post-Effective Amendment, the Company hereby deregisters 537,063 shares of Common Stock covered by the Registration Statement. These deregistered shares represent all of the shares remaining available for awards under the Non-Qualified Plan as of the effective date of the 2000 Plan that are being carried over to the 2000 Plan Registration Statement as shares of Common Stock to be available for offer and sale under the 2000 Plan.

Signature

Pursuant to the requirements of the Act, and in accordance with Rule 478(a)(4) under the Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in King of Prussia, Pennsylvania, on February 28, 2001.

INTERDIGITAL COMMUNICATIONS CORPORATION

By: /s/ Howard E. Goldberg

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Howard E. Goldberg, Chief Executive Officer,  
the principal executive officer

Date: February 28, 2001