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INTERDIGITAL COMMUNICATIONS CORP

Form 424B3

December 05, 2002

As Filed Pursuant to Rules 424(b)(3) and 424(c)
Registration No. 33-60711

INTERDIGITAL COMMUNICATIONS CORPORATION

PROSPECTUS SUPPLEMENT

Dated December 5, 2002 to
Prospectus Dated January 3, 1996

The following information supplements and amends the Prospectus of InterDigital Communications Corporation (the "Company") dated January 3, 1996 (the "Prospectus"). As used herein, capitalized terms not otherwise specifically defined herein shall have the meaning given in the Prospectus.

This Prospectus Supplement relates to the resale by the Selling Shareholders of shares of Common Stock, \$.01 par value per share (the "Common Stock") of the Company which may be issued by the Company upon the exercise of outstanding warrants (the "Warrants") to purchase shares of Common Stock at per share exercise prices ranging from \$2.50 to \$10.00. The issuance of the shares of Common Stock upon exercise of the Warrants is not covered by the Prospectus, but rather only the resale of such shares. See "Selling Shareholders."

Upon the effectiveness of the registration statement on Form S-3 initially filed by the Company on June 29, 1995, Cerberus International Ltd., JMG Capital Partners, L.P., Taft Securities and UltraCerberus Ltd. were each listed as Selling Shareholders. Subsequent thereto, Cerberus International Ltd., JMG Capital Partners, L.P. and UltraCerberus Ltd. each transferred their Warrants to Libertyview and Taft Securities transferred its Warrants to Libertyview and Lehman Brothers, in a series of private transactions. As a result, Libertyview and Lehman Brothers have been substituted for Cerberus International Ltd., JMG Capital Partners, L.P., Taft Securities and UltraCerberus Ltd., in the Prospectus.

The information appearing in the table below, as of the date hereof, supplements and supersedes in part the information in the table appearing under the heading "Selling Shareholders" in the Prospectus:

| Name | Number of Shares Beneficially Owned Prior to Offering | Number of Shares Offered | Beneficial Ownership | |
|-----------------|---|-----------------------------|----------------------|----------------|
| | | | Number of Shares | After Offering |
| Libertyview | 5,200 (40) | 5,200 (40) | -- | |
| Libertyview | 57,050 (59) | 57,050 (59) | -- | |
| Lehman Brothers | 387,500 (101) | 387,500 (101) | -- | |
| Libertyview | 50,000 (101) | 50,000 (101) | -- | |
| Libertyview | 3,000 (104) | 3,000 (104) | -- | |

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40. Consists of 5,200 shares issuable upon the exercise of warrants to purchase such shares at \$5.50 per share which expire on December 21, 2002.

59. Consists of 57,050 shares issuable upon the exercise of warrants to purchase such shares at \$5.50 per share which expire on December 21, 2002.

101. Consists of 437,500 shares issuable upon the exercise of warrants to purchase such shares at \$5.50 per share which expire on December 21, 2002.

104. Consists of 3,000 shares issuable upon the exercise of warrants to purchase such shares at \$5.50 per share which expire on December 21, 2002.

This document constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.