

INTERDIGITAL COMMUNICATIONS CORP  
Form 10-Q/A  
January 28, 2004  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 10-Q/A**

**Amendment No. 1**

x **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

*For the quarterly period ended June 30, 2003*

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

*For the transition period from \_\_\_\_\_ to \_\_\_\_\_*

Commission File Number 1-11152

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**INTERDIGITAL COMMUNICATIONS CORPORATION**

(Exact name of registrant as specified in its charter)

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**PENNSYLVANIA**  
(State or other jurisdiction  
of incorporation or organization)

**23-1882087**  
(I.R.S. Employer  
Identification No.)

**781 Third Avenue, King of Prussia, PA 19406-1409**

(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code (610) 878-7800**

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether registrant is an accelerated filer (as defined by Rule 12b-2 of the Securities Exchange Act of 1934). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

<u>Common Stock, par value \$.01 per share</u>	<u>56,482,476</u>
Class	Outstanding at August 7, 2003

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**EXPLANATORY NOTE**

In accordance with Exchange Act Rule 12b-15, this Amendment No. 1 on Form 10-Q/A amends certain items of the Quarterly Report on Form 10-Q of InterDigital Communications Corporation (the Registrant) for the quarterly period ended June 30, 2003 filed with the Securities and Exchange Commission on August 14, 2003, and presents the complete text of the items amended, as amended. These amended items do not restate the Registrant's consolidated financial statements previously filed in the Form 10-Q. This Form 10-Q/A does not reflect events occurring after the filing of the original Form 10-Q or modify or update those disclosures affected by subsequent events.

The changes reflected by this Form 10-Q/A are revisions and supplemental disclosures to the Controls and Procedures disclosure in Part I, Item 4. The Exhibit Index in Part II, Item 6 is also amended to reflect the inclusion of updated certifications of certain executive officers.

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InterDigital® is a trademark of InterDigital Communications Corporation. All other trademarks, service marks, and/or trade names, if any, appearing in this Form 10-Q/A are the property of their respective owners.

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**PART I FINANCIAL INFORMATION**

**Item 4. CONTROLS AND PROCEDURES**

(a) Evaluation of Disclosure Controls and Procedures

The Company's Chief Executive Officer and its Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this quarterly report, have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in rules and forms of the Securities and Exchange Commission.

(b) Changes in Internal Controls

There have been no significant changes in our internal controls, or in other factors that could significantly affect our internal controls, in the period covered by this report.

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**PART II OTHER INFORMATION**

**Item 6. EXHIBITS AND REPORTS ON FORM 8-K**

(a) The following is a list of Exhibits filed as part of this Amendment No. 1 on Form 10-Q/A:

**Exhibits\***

- \*10.59 Indemnity Agreement dated as of May 5, 2003 by and between the Company and Richard J. Brezski.
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Howard E. Goldberg.
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Richard J. Fagan.

\* previously filed.

(b) The following is a list of Current Reports filed on Form 8-K during second quarter 2003:

We filed a Current Report on Form 8-K dated May 13, 2003 under Item 7 Financial Statements, Pro Forma Financial Information and Exhibits, and Item 9 Information Furnished Under Item 12 (Results of Operations and Financial Condition) relating to the Company's issuance of a press release announcing its results of operations and financial condition for the quarter ended March 31, 2003.

We filed a Current Report on Form 8-K dated June 4, 2003 under Item 5 Other Events, relating to the Company's announcement that on May 30, 2003, the Company's wholly-owned subsidiary, InterDigital Technology Corporation, had extended by amendment its patent license agreement with Sharp Corporation.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**INTERDIGITAL COMMUNICATIONS CORPORATION**

Date: January 28, 2004

/s/ Howard E. Goldberg

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Howard E. Goldberg  
President and Chief Executive Officer

Date: January 28, 2004

/s/ R. J. Fagan

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Richard J. Fagan  
Executive Vice President and Chief Financial Officer