

SYNAPTICS Inc  
Form S-8  
December 07, 2016

As filed with the Securities and Exchange Commission on December 7, 2016

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**SYNAPTICS INCORPORATED**  
**(Exact name of registrant as specified in its charter)**

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

**1251 McKay Drive**

**77-0118518**  
**(IRS Employer**  
**Identification No.)**

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**San Jose, California 95131**

**(Address of Principal Executive Offices) (Zip Code)**

**AMENDED AND RESTATED 2010 INCENTIVE COMPENSATION PLAN**

**(Full title of the plan)**

**Wajid Ali**

**Senior Vice President and Chief Financial Officer**

**1251 McKay Drive**

**San Jose, California 95131**

**(Name and address of agent for service)**

**(408) 904-1100**

**(Telephone number, including area code, of agent for service)**

*Copies to:*

**John McFarland**

**Micheal J. Reagan, Esq.**

**Senior Vice President, General Counsel and Secretary**

**W. Stuart Ogg, Esq.**

**Synaptics Incorporated**

**Jones Day**

**1251 McKay Drive**

**1755 Embarcadero Road**

**San Jose, California 95131**

**Palo Alto, CA 94303**

**Tel: (408) 904-1100**

**Tel: (650) 739-3939**

**Fax: (408) 904-1110**

**Fax: (650) 739-3900**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(3)</b>	<b>Proposed Maximum Aggregate Offering Price(3)</b>	<b>Amount of Registration Fee(3)</b>
Common Stock, par value \$0.001 per share	2,600,000(2)	\$53.82	\$139,932,000	\$16,219

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall be deemed to cover an indeterminate number of additional shares of common stock, par value \$0.001 per share (the Common Stock), of Synaptics Incorporated (the Registrant) that may become issuable under the Registrant's Amended and Restated 2010 Incentive Compensation Plan (as amended, the 2010 Plan) in the event the number of outstanding shares of the Registrant is increased by reason of any stock dividend, stock split, recapitalization, merger, consolidation or reorganization or similar transaction.
- (2) Represents additional shares of Common Stock issuable under the 2010 Plan.
- (3) Determined solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h). The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on \$53.82, which is the average of the high and low prices for the Registrant's Common Stock as reported on the Nasdaq Global Select Market on December 5, 2016.

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**EXPLANATORY NOTE**

Synaptics Incorporated, a Delaware corporation (the Registrant ) is filing this Registration Statement to register an additional 2,600,000 shares of its common stock, par value \$0.001 per share ( Common Stock ), for issuance under the Registrant s Amended and Restated 2010 Incentive Compensation Plan (as amended, the 2010 Plan ). The 2010 Plan was further amended and restated by the Registrant s Board of Directors to, among other things, increase the number of shares of Common Stock authorized for issuance thereunder by 2,600,000 shares. The amendments to the 2010 Plan were approved by the Registrant s stockholders on October 25, 2016.

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plan is effective pursuant to the amendments to the 2010 Plan described above. The Registrant previously registered shares of its Common Stock for issuance under the 2010 Plan under the following registration statements: a Registration Statement on Form S-8 filed with the Securities and Exchange Commission ( SEC ) on November 5, 2010 (File No. 333-170401); and a Registration Statement on Form S-8 filed with the SEC on January 21, 2014 (File No. 333-193470). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above with respect to the shares of common stock registered under the 2010 Plan, except to the extent supplemented or amended or superseded by the information set forth or incorporated herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Jones Day*
10.24(e)	Amended and Restated 2010 Incentive Compensation Plan, as amended (1)
23.1	Consent of Jones Day (included in Exhibit 5.1 above)
23.2	Consent of KPMG LLP, the Registrant s independent registered public accounting firm*
24.1	Power of Attorney (included on the signature page)

\* Filed herewith.

(1) Incorporated by Reference to the Registrant s Current Report on Form 8-K as filed with the SEC on October 28, 2016.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of San Jose, State of California, on December 7, 2016.

**SYNAPTICS INCORPORATED**

By: */s/ Richard A. Bergman*  
Richard A. Bergman  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard A. Bergman and Wajid Ali and each or either of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement on Form S-8, including any and all post-effective amendments and amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed below by the following persons on behalf of Synaptics Incorporated and in the capacities and on the dates indicated:

	<b>Title</b>	<b>Date</b>
<i>/s/ Richard A. Bergman</i>	President, Chief Executive Officer and Director	December 7, 2016
Richard A. Bergman	(Principal Executive Officer)	
<i>/s/ Wajid Ali</i>	Senior Vice President and Chief Financial Officer	December 7, 2016
Wajid Ali	(Principal Financial and Accounting Officer)	
<i>/s/ Francis F. Lee</i>	Chairman of the Board	December 7, 2016
Francis F. Lee		
<i>/s/ Jeffrey D. Buchanan</i>	Director	December 7, 2016
Jeffrey D. Buchanan		

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<i>/s/ Nelson C. Chan</i>	Director	December 7, 2016
Nelson C. Chan		
<i>/s/ Keith B. Geeslin</i>	Director	December 7, 2016
Keith B. Geeslin		
<i>/s/ Russell J. Knittel</i>	Director	December 7, 2016
Russell J. Knittel		
<i>/s/ Richard L. Sanquini</i>	Director	December 7, 2016
Richard L. Sanquini		
<i>/s/ James L. Whims</i>	Director	December 7, 2016
James L. Whims		

**EXHIBIT INDEX**

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