
**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)

77-0118518
(IRS Employer
Identification No.)

**1251 McKay Drive
San Jose, California 95131**
(Address of Principal Executive Offices) (Zip Code)

**AMENDED AND RESTATED 2019 EQUITY AND INCENTIVE
COMPENSATION PLAN**
(Full title of the plan)

Dean Butler
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
Senior Vice President, General Counsel and Secretary
Synaptics Incorporated
1251 McKay Drive
San Jose, California 95131
Tel: (408) 904-1100
Fax: (408) 904-1110

Micheal J. Reagan, Esq.
W. Stuart Ogg, Esq.
Jones Day
1755 Embarcadero Road
Palo Alto, CA 94303
Tel: (650) 739-3939
Fax: (650) 739-3900

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(3)
Common Stock, par value \$0.001 per share	\$1,360,000(2)	\$78.76	\$107,113,600	\$11,686.10

- (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 2019 Equity and Incentive Compensation Plan (the “2019 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 2019 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 \$78.76, 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 October 28, 2020.

EXPLANATORY NOTE

Synaptics Incorporated, a Delaware corporation (the “Registrant”) is filing this Registration Statement to register an additional 1,360,000 shares of its common stock, par value \$0.001 per share (“Common Stock”), for issuance under the Registrant’s Amended and Restated 2019 Equity and Incentive Compensation Plan (the “2019 Plan”). The 2019 Plan was amended by the Registrant’s Board of Directors on September 2, 2020 to increase the number of shares of Common Stock authorized for issuance thereunder by 1,360,000 shares. The amendment to the 2019 Plan was approved by the Registrant’s stockholders on October 27, 2020.

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 2019 Plan described above. The Registrant previously registered shares of its Common Stock for issuance under the 2019 Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (“SEC”) on November 1, 2019 (File No. 333-234437). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above with respect to the shares of common stock registered under the 2019 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.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Jones Day*
10.1	Amended and Restated 2019 Equity and Incentive Compensation Plan (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 29, 2020.

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 November 2, 2020.

SYNAPTICS INCORPORATED

By: /s/ Michael Hurlston

Michael Hurlston
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Hurlston and Dean Butler 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:

	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Hurlston</u> Michael Hurlston	President, Chief Executive Officer and Director (Principal Executive Officer)	November 2, 2020
<u>/s/ Dean Butler</u> Dean Butler	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 2, 2020
<u>/s/ Kermit Nolan</u> Kermit Nolan	Corporate Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 2, 2020
<u>/s/ Nelson C. Chan</u> Nelson C. Chan	Chairman of the Board	November 2, 2020
<u>/s/ Kiva Allgood</u> Kiva Allgood	Director	November 2, 2020
<u>/s/ Jeffrey Buchanan</u> Jeffrey Buchanan	Director	November 2, 2020
<u>/s/ Keith Geeslin</u> Keith Geeslin	Director	November 2, 2020
<u>/s/ Susan Hardman</u> Susan Hardman	Director	November 2, 2020
<u>/s/ James Whims</u> James Whims	Director	November 2, 2020

JONES DAY

November 2, 2020

Synaptics Incorporated
1251 McKay Drive
San Jose, California 95131

Re: Registration Statement on Form S-8 Filed by Synaptics Incorporated

Ladies and Gentlemen:

We have acted as counsel for Synaptics Incorporated, a Delaware corporation (the “**Company**”), in connection with the Synaptics Incorporated Amended and Restated 2019 Equity and Incentive Compensation Plan (the “**Plan**”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion.

Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the 1,360,000 shares (the “**Shares**”) of common stock, par value \$0.001 per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock or other applicable award agreements thereunder (the “**Award Agreements**”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee thereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “**Act**”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Synaptics Incorporated:

We consent to the use of our report dated August 21, 2020 with respect to the consolidated balance sheets of Synaptics Incorporated as of June 27, 2020, and June 29, 2019 and the related consolidated statements of operations, comprehensive income/(loss), stockholders' equity and cash flows for each of the years in the three-year period ended June 27, 2020, and the related notes (collectively the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of June 27, 2020, incorporated by reference herein.

/s/ KPMG LLP

Santa Clara, California
November 2, 2020