

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

FORM 8-K

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

**October 10, 2019
Date of Report (Date of earliest event reported)**

SYNAPTICS INCORPORATED
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

000-49602
(Commission
File Number)

77-0118518
(IRS Employer
Identification No.)

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

(408) 904-1100
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.001 per share	SYNA	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)

Effective October 21, 2019, Kermit Nolan has resigned his position as Principal Financial Officer and Interim Chief Financial Officer of Synaptics Incorporated (the “Company”) and will resume his position as the Company’s Corporate Vice President and Chief Accounting Officer.

Effective October 31, 2019, Shawn Liu has resigned his position as the Company’s Senior Vice President and General Manager, PC Division.

(c)

Effective October 21, 2019, the Board of Directors of the Company (the “Board”) appointed Dean Butler as Senior Vice President and Chief Financial Officer of the Company. On October 10, 2019, the Company issued a press release announcing the appointment of Mr. Butler effective October 21, 2019, a copy of which is attached to this report as Exhibit 99.1.

Mr. Butler, 37, served as Vice President of Finance at Marvell Technology Group Ltd. from July 2016 to October 2019. Prior to joining Marvell, he served as Controller of the Ethernet Switching Division at Broadcom Limited from January 2015 through July 2016. Prior to joining Broadcom, Mr. Butler held senior finance positions at Maxim Integrated from May 2007 to December 2014. Mr. Butler received his Bachelor’s degree in Finance from the University of Minnesota Duluth.

In connection with his appointment, the Company and Mr. Butler have executed an offer letter (the “Offer Letter”) and the Board has approved the terms of his compensation under the Offer Letter. The following is a summary of the terms and conditions of employment within the Offer Letter.

Mr. Butler will receive a base annual salary of \$400,000. He is eligible to receive an annual incentive target of 75% of his base salary for each Company fiscal year, prorated for the Company’s fiscal year 2020. Payment of the incentive will be based first on company-wide performance, followed by department and individual goals annually, and payment of any incentive amount is ultimately at the discretion of the Board and is not guaranteed. Mr. Butler will also receive a cash signing bonus of \$150,000 that must be repaid to the Company on a pro rata basis should Mr. Butler voluntarily terminate his employment within two years of his employment start date.

Mr. Butler will additionally receive the following equity compensation: an amount of Restricted Stock Units (“RSUs”) corresponding to an \$833,333.33 equity value, an amount of Deferred Stock Award for Market Stock Units (“MSUs”) corresponding to an \$833,333.33 equity value, and an amount of Performance Stock Units (“PSUs”) corresponding to an \$833,333.33 equity value. The RSUs, MSUs, and PSUs will be granted under the Company’s 2019 Inducement Equity Plan. The RSUs will vest as follows: 1/4 of the RSU grant will vest on the date that is one year from Mr. Butler’s employment start date, and 1/4 will vest each year thereafter on the anniversary of his employment start date such that the award will be fully vested on the fourth anniversary of his employment start date. The PSUs and MSUs will vest as follows: 1/3 of each such PSU and MSU grant will vest on October 31, 2020, and 1/3 will vest each year thereafter on October 31 such that the two awards will be fully vested on October 31, 2022.

MSU achievement will be based on Company total shareholder return performance and PSU achievement will be based on the Company’s attainment of certain levels of non-GAAP earnings per share, each as determined by the Board. The terms, including share calculations, vesting schedules and performance periods, of the RSU, MSU and PSU awards are as determined by the Board. The vesting of the RSUs, MSUs, and PSUs is contingent on Mr. Butler’s continued employment with the Company.

Effective October 21, 2019, the Board additionally designated Mr. Butler as an “Executive” under the Synaptics Incorporated Change of Control Severance Policy for Principal Executive Officers and a “Covered Executive” under the Synaptics Incorporated Severance Policy for Principal Executive Officers, the current versions of which have been previously filed by Company. The Company will enter into an indemnification agreement with Mr. Butler on his employment start date.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release from Synaptics Incorporated, dated October 10, 2019, titled “Synaptics Names Dean Butler as New Chief Financial Officer”
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

SYNAPTICS INCORPORATED

Date: October 10, 2019

By: /s/ John McFarland

John McFarland

Senior Vice President, General Counsel and Secretary

Synaptics Names Dean Butler as New Chief Financial Officer

SAN JOSE, Calif. – October 10, 2019 – Synaptics Incorporated (NASDAQ: [SYNA](#)), the leading developer of human interface solutions, today announced the appointment of Dean Butler as its new Chief Financial Officer (CFO), to be effective on October 21, 2019. Mr. Butler is a seasoned financial executive who most recently served as VP of Finance at Marvell where he played a significant role in the company's transformation. Mr. Butler also held key financial positions at Broadcom and Maxim Integrated and brings an extensive background in corporate finance, treasury, financial planning and analysis, tax, investor relations, strategic planning and risk management.

Effective October 21, 2019, Kermit Nolan has resigned his role as interim Chief Financial Officer and will resume his previous role as Corporate Vice President and Chief Accounting Officer.

"After a comprehensive search, we selected Dean because of his broad experience in financial operations and his demonstrated skills in driving corporate transformation," said Michael Hurlston, president and CEO of Synaptics. "I personally worked with Dean while at Broadcom, and I am excited to have him join us, bringing his very relevant skillset to bear as he helps guide the Company through our own makeover. In addition, I would like to thank Kermit for his outstanding work during his tenure as interim CFO."

"I am honored and very excited to be given the opportunity to join Synaptics, and believe I can help the Company on its journey towards expanded gross margins and help drive an increasingly differentiated product portfolio," added Dean Butler. "Synaptics is an innovative global leader, and I'm looking forward to leveraging my experience in driving financial operations to enhance efficiencies and increase shareholder value."

About Synaptics Incorporated:

Synaptics is the pioneer and leader of the human interface revolution, bringing innovative and intuitive user experiences to intelligent devices. Synaptics' broad portfolio of touch, display, biometrics, voice, audio, and multimedia products is built on the company's rich R&D, extensive IP and dependable supply chain capabilities. With solutions designed for mobile, PC, smart home, and automotive industries, Synaptics combines ease of use, functionality and aesthetics to enable products that help make our digital lives more productive, secure and enjoyable. (NASDAQ: [SYNA](#))

www.synaptics.com

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Forward-Looking Statements:

This press release contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business, and can be identified by the fact that they do not relate strictly to historical or current facts. Such forward-looking statements may include words such as "expect," "anticipate," "intend," "believe," "estimate," "plan," "target," "strategy," "continue," "may," "will," "should," variations of such words, or other words and terms of similar meaning. All forward-looking statements reflect our best judgment and are based on several factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Such factors include, but are not limited to, the risks as identified in the "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business" sections of our Annual Report on Form 10-K for the fiscal year ended June 29, 2019, and other risks as identified from time to time in our Securities and Exchange Commission reports. Forward-looking statements are based on information available to us on the date hereof, and we do not have, and expressly disclaim, any obligation to publicly release any updates or any changes in our expectations, or any change in events, conditions, or circumstances on which any forward-looking statement is based. Our actual results and the timing of certain events could differ materially from the forward-looking statements. These forward-looking statements do not reflect the potential impact of any mergers, acquisitions, or other business combinations that had not been completed as of the date of this release.

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