

**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**

July 2, 2020
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 or Organization)**

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:

- 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 Exchange Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 7.01 Regulation FD Disclosure.

On July 7, 2020, Synaptics Incorporated (the “Company”) issued a press release regarding the entry into definitive agreements with Broadcom, Inc. (“Broadcom”) to acquire Broadcom’s wireless internet of things (“IoT”) connectivity business as further described in Item 8.01 below. The press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On July 2, 2020, the Company and its affiliates entered into definitive agreements with Broadcom and its affiliates to acquire certain assets and assume certain liabilities of, and obtain non-exclusive licenses relating to, Broadcom’s existing Wi-Fi, Bluetooth and GPS/GNSS products (the “Existing Products”) and business in the IoT market (the “IoT Business”) for aggregate consideration of \$250 million in cash payable at the closing of the transactions thereunder (the “Closing”).

These agreements consist of (i) an Asset Purchase Agreement (the “Purchase Agreement”), pursuant to which the Company has agreed to acquire certain assets (the “Purchased Assets”) and assume certain liabilities (the “Assumed Liabilities”) related to the Existing Products and the IoT Business, and (ii) a Derivative and Roadmap Products Agreement (the “DRPA”), pursuant to which Broadcom will provide development services for certain roadmap products (the “Roadmap Products”), support services for the Derivative Products (as defined below) and the Roadmap Products and grant certain non-exclusive licenses as described further below.

The parties have also agreed to enter into at Closing an Existing Product License Agreement (the “EPLA”), pursuant to which Broadcom will provide support services for the Existing Products and grant certain non-exclusive licenses as described further below, and a Transition Services Agreement (the “TSA”), under which the parties will provide one another with certain transition services following Closing.

Under the EPLA, the Company will receive a non-exclusive license to manufacture and sell the Existing Products in a defined field of use, and Broadcom agrees not to grant any third party the right to manufacture and sell the Existing Products in that field of use for three years following Closing, other than on behalf of Broadcom. Under the DRPA, the Company will receive a non-exclusive license to make derivatives of the Existing Products and the Roadmap Products (the “Derivative Products”) and to manufacture and sell the Derivative Products and Roadmap Products in a defined field of use, and Broadcom agrees not to grant any third party the right to manufacture and sell the Roadmap Products in that field of use for one year after the completion of development of the relevant Roadmap Product, other than on behalf of Broadcom. Broadcom will also provide certain support services relating to the Existing Products, Derivative Products and Roadmap Products following Closing.

Pursuant to the definitive agreements, each party has also agreed to indemnify the other for certain agreed items, including breaches of representations and warranties and breach of covenants in the definitive agreements, subject to certain limitations of liability. The consummation of the Closing is not subject to a financing condition, but is subject to customary conditions to closing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release from Synaptics Incorporated dated July 7, 2020, titled “Synaptics to Acquire Rights to Broadcom’s Wireless IoT Connectivity Business”
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

Synaptics Incorporated

/s/ John McFarland

John McFarland
Senior Vice President, General Counsel and Corporate
Secretary

July 7, 2020

Synaptics to Acquire Rights to Broadcom's Wireless IoT Connectivity Business

SAN JOSE, Calif., July 7, 2020 – Synaptics® Incorporated (Nasdaq: [SYNA](#)) today announced the signing of definitive agreements under which Synaptics will acquire certain assets and manufacturing rights associated with the wireless IoT business of Broadcom (Nasdaq: [AVGO](#)) for approximately \$250 million in an all-cash transaction. Under the terms of the agreements, Synaptics will acquire certain rights to Broadcom's existing Wi-Fi, Bluetooth and GPS/GNSS products and business in the IoT market as well as future roadmap devices designed in advanced process nodes. The acquisition further strengthens and accelerates Synaptics' position in the fast-growing consumer IoT market.

Synaptics expects the transaction to add approximately \$65 million in current annualized sales and provide significant revenue growth potential. The transaction is expected to be immediately accretive to Synaptics' non-GAAP gross margins and non-GAAP earnings post-close.

"Expanding our offering in the high growth IoT market has been one of the major focus areas for Synaptics and the addition of best-in-class wireless connectivity technology to our portfolio significantly enhances our overall position," said Michael Hurlston, president and CEO, Synaptics. "This acquisition complements Synaptics' ability to sell into a broad range of devices such as IP cameras, smart displays, speakers, home automation, and gaming consoles – all of which require cutting-edge technologies including Wi-Fi 6 and 6E, Bluetooth 5.2 and GPS L5."

The transaction, which has been approved by the board of directors of Synaptics, is expected to close in Synaptics' first quarter of fiscal year 2021, subject to customary closing conditions. Synaptics expects to finance the transaction from its existing on-hand cash balance and is not subject to any financing conditions.

Webcast and Conference Call information:

Synaptics will host a teleconference and webcast to discuss the transaction today July 7, 2020 at 2:00 p.m. Pacific Time. To access the call dial 888-394-8218 and enter access code 5797334.

Supplementary slides and a live and archived webcast of the conference call will be accessible from the "Investor Relations" section of the company's website at <https://investor.synaptics.com/>.

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About Synaptics:

Synaptics is the pioneer and leader of human interface solutions, 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](#)). Join Synaptics on [Twitter](#), [LinkedIn](#), and [Facebook](#), or visit www.synaptics.com.

Synaptics, and the Synaptics logo are trademarks of Synaptics in the United States and/or other countries. All other marks are the property of their respective owners.

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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, including our expectations regarding the proposed transaction between Synaptics and Broadcom, the expected timetable for completing the transaction and the potential benefits of the transaction, 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 possibility that various conditions to the consummation of the proposed transaction between Synaptics and Broadcom will not be satisfied or waived; the ability to successfully integrate the acquired business into our portfolio; the failure to realize the anticipated benefits of the transaction; the ability to successfully integrate the acquired business into our portfolio; the risk that our business, results of operations and financial condition and prospects may be materially and adversely affected by the COVID-19 pandemic and that significant uncertainties remain related to the impact of COVID-19 on our business operations and future results, including our fourth quarter fiscal 2020 business outlook; 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 (including that the impact of the COVID-19 pandemic may also exacerbate the risks discussed therein); 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.