

**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.
Goodwin Procter LLP
601 Marshall Street
Redwood City, CA 94063
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 Accelerated filer
Non-accelerated filer Smaller reporting company
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 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 (4)	Proposed Maximum Aggregate Offering Price (4)	Amount of Registration Fee (4)

Common Stock, par value \$0.001 per share				
Amended and Restated 2019 Equity Incentive Plan (the "2019 Plan")	2,000,000 (2)	\$272.09	\$544,180,000	\$50,445.49
Substitute Restricted Stock Unit Awards outstanding under the 2019 Plan	59,425 (3)	\$272.09	\$16,168,948.25	\$1,498.86
Total:	2,059,425		\$560,348,948.25	\$51,944.35

- (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 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) Represents shares of Common Stock that may become issuable under the 2019 Plan upon the vesting of restricted stock unit awards granted in substitution of outstanding awards under the DSP Group, Inc. ("DSP") Amended and Restated 2012 Equity Incentive Plan immediately prior to the consummation of the Registrant's acquisition of DSP on December 2, 2021.
- (4) 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 \$272.09, 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 November 23, 2021.

EXPLANATORY NOTE

Synaptics Incorporated, a Delaware corporation (the “Registrant”) is filing this Registration Statement to register an additional 2,059,425 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 July 27, 2021 to increase the number of shares of Common Stock authorized for issuance thereunder by 2,000,000 shares, and such amendment was approved by the Registrant’s stockholders on October 26, 2021. In substitution of outstanding awards under the DSP Group, Inc. (“DSP”) Amended and Restated 2012 Equity Incentive Plan immediately prior to the consummation of the Registrant’s acquisition of DSP on December 2, 2021, the Registrant is granting restricted stock unit awards under the 2019 Plan covering 59,425 shares of Common Stock that shall become issuable under the 2019 Plan upon vesting of such awards.

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 amendment to the 2019 Plan described above and the issuance of the substitute restricted stock unit awards. 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) and November 2, 2020 (File No. 333-249793). 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 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 Goodwin Procter*
10.1	Amended and Restated 2019 Equity and Incentive Compensation Plan (1)
23.1	Consent of Goodwin Procter (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 Exhibit 10.1 of our Current Report on Form 8-K filed with the SEC on October 28, 2021.

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 2, 2021.

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:

	Title	Date
<u>/s/ Michael Hurlston</u> Michael Hurlston	President, Chief Executive Officer and Director (Principal Executive Officer)	December 2, 2021
<u>/s/ Dean Butler</u> Dean Butler	Chief Financial Officer (Principal Financial Officer)	December 2, 2021
<u>/s/ Kermit Nolan</u> Kermit Nolan	Corporate Vice President and Chief Accounting Officer (Principal Accounting Officer)	December 2, 2021
<u>/s/ Nelson C. Chan</u> Nelson C. Chan	Chairman of the Board and Director	December 2, 2021
<u>/s/ Kiva Allgood</u> Kiva Allgood	Director	December 2, 2021
<u>/s/ Jeffrey Buchanan</u> Jeffrey Buchanan	Director	December 2, 2021
<u>/s/ Keith Geeslin</u> Keith Geeslin	Director	December 2, 2021

/s/ Susan Hardman
Susan Hardman

Director

December 2, 2021

/s/ James Whims
James Whims

Director

December 2, 2021

/s/ Patricia Kummrow
Patricia Kummrow

Director

December 2, 2021

December 2, 2021

Synaptics Incorporated
1251 McKay Drive
San Jose, California 95131

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 2,059,425 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Synaptics Incorporated, a Delaware corporation (the "Company"), that may be issued pursuant to the Company's Amended and Restated 2019 Equity and Incentive Compensation Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated August 20, 2021, with respect to the consolidated balance sheets of Synaptics Incorporated as of June 26, 2021 and June 27, 2020 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 26, 2021 and the related notes (collectively the "consolidated financial statements"), and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California

December 2, 2021