
**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 2010 INCENTIVE COMPENSATION PLAN
AMENDED AND RESTATED 2010 EMPLOYEE STOCK PURCHASE 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
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. (Check one):

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	1,400,000(2)	\$36.16	\$50,624,000.00	\$6,135.63
Common Stock, par value \$0.001 per share	206,798(3)	\$36.16	\$7,477,815.68	\$906.32

- (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”) and the Amended and Restated 2010 Employee Stock Purchase Plan (as amended, the “2010 ESPP”) 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) Represents additional shares of Common Stock issuable under the 2010 ESPP.
- (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 \$36.16, 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 29, 2018.

EXPLANATORY NOTE

Synaptics Incorporated, a Delaware corporation (the “Registrant”) is filing this Registration Statement to register an additional 1,400,000 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”) and an additional 206,798 shares of Common Stock for issuance under the Registrant’s Amended and Restated 2010 Employee Stock Purchase Plan (as amended, the “2010 ESPP”). The 2010 Plan was amended by the Registrant’s Compensation Committee of the Registrant’s Board of Directors on July 31, 2018 and by the Registrant’s Board of Directors on October 15, 2018, to increase the number of shares of Common Stock authorized for issuance thereunder by 1,400,000 shares and the 2010 ESPP was amended by the Registrant’s Board of Directors on September 12, 2018 to increase the number of shares of Common Stock authorized for issuance thereunder by 100,000 shares. The amendments to the 2010 Plan and to the 2010 ESPP were approved by the Registrant’s stockholders on October 30, 2018. The additional 106,798 shares of Common Stock registered hereby represent a portion of the increase in shares authorized for issuance under the 2010 ESPP (pursuant to the terms of its evergreen provision) that were not previously registered under the Registration Statements on Form S-8 referenced below.

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 plans are effective pursuant to the terms of and amendments to the 2010 Plan and the 2010 ESPP 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); a Registration Statement on Form S-8 filed with the SEC on January 21, 2014 (File No. 333-193470); a Registration Statement on Form S-8 filed with the SEC on December 7, 2016 (File No. 333-214950); and a Registration Statement on Form S-8 filed with the SEC on November 15, 2017 (File No. 333-221585). The Registrant previously registered shares of its Common Stock for issuance under the 2010 ESPP 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 and the 2010 ESPP, 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*
10.3	Amended and Restated 2010 Incentive Compensation Plan, as amended (1)
10.25(a)	Amended and Restated 2010 Employee Stock Purchase 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 November 1, 2018.

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 1, 2018.

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:

	<u>Title</u>	<u>Date</u>
<u>/s/ Richard A. Bergman</u> Richard A. Bergman	President, Chief Executive Officer and Director (Principal Executive Officer)	November 1, 2018
<u>/s/ Wajid Ali</u> Wajid Ali	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 1, 2018
<u>/s/ Francis F. Lee</u> Francis F. Lee	Chairman of the Board	November 1, 2018
<u>/s/ Jeffrey D. Buchanan</u> Jeffrey D. Buchanan	Director	November 1, 2018
<u>/s/ Nelson C. Chan</u> Nelson C. Chan	Director	November 1, 2018
<u>/s/ Keith B. Geeslin</u> Keith B. Geeslin	Director	November 1, 2018
<u>/s/ Russell J. Knittel</u> Russell J. Knittel	Director	November 1, 2018
<u>/s/ Richard L. Sanquini</u> Richard L. Sanquini	Director	November 1, 2018
<u>/s/ James L. Whims</u> James L. Whims	Director	November 1, 2018

JONES DAY

SILICON VALLEY OFFICE • 1755 EMBARCADERO ROAD • PALO ALTO, CALIFORNIA 94303

TELEPHONE: +1.650.739.3939 • FACSIMILE: +1.650.739.3900

November 1, 2018

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 Company’s Amended and Restated 2010 Incentive Compensation Plan (as amended, the “**Plan**”) and the Company’s Amended and Restated 2010 Employee Stock Purchase Plan (as amended, the “**ESPP**”). 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 (i) the additional 1,400,000 shares (the “**Plan Shares**”) of common stock, par value \$0.001 per share, of the Company (“**Common Stock**”) 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 Plan Shares is at least equal to the stated par value thereof; and (ii) the additional 206,798 shares (the “**ESPP Shares**”) of Common Stock that may be issued or delivered and sold pursuant to the ESPP will be, when issued or delivered and sold in accordance with the ESPP, validly issued, fully paid and nonassessable, provided that the consideration for the ESPP 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 Plan Shares and ESPP Shares pursuant to the Plan and the Award Agreements, and the ESPP, respectively, will be in full force and effect at all times at which the Plan Shares and ESPP 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 of the Board of Directors.

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November 1, 2018

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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 24, 2018, with respect to the consolidated balance sheets of Synaptics Incorporated as of June 30, 2018 and June 24, 2017, 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 30, 2018, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of June 30, 2018, incorporated herein by reference.

/s/ KPMG LLP
Santa Clara, California
November 1, 2018