
**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 Number)

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

2010 Employee Stock Purchase Plan
Amended and Restated 2010 Incentive Compensation Plan, as amended
(Full Title of the Plan)

Kathleen A. Bayless
Senior Vice President, Chief Financial Officer, and Treasurer
Synaptics Incorporated
1251 McKay Drive
San Jose, California 95131
(408) 904-1100
(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Robert S. Kant, Esq.
Masha Shmukler, Esq.
Greenberg Traurig, LLP
2375 East Camelback Road, Suite 700
Phoenix, AZ 85016
(602) 445-8000

John McFarland
Senior Vice President, General Counsel, and Secretary
Synaptics Incorporated
1251 McKay Drive
San Jose, California 95131
(408) 904-1100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.001	2,000,000 shares (2)	\$54.09 (3)	\$108,170,000 (3)	\$13,932.30
Common Stock, par value \$0.001	3,000,000 shares (4)	\$54.09 (3)	\$162,255,000 (3)	\$20,898.44
	5,000,000 shares		\$270,425,000	\$34,830.74

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the 2010 Employee Stock Purchase Plan and the Amended and Restated 2010 Incentive Compensation Plan, as amended, by reason of any stock dividend, stock split, recapitalization, or any other similar transaction without receipt of consideration that results in an increase in the number of outstanding shares of Common Stock of Synaptics Incorporated (the “Registrant”).
- (2) Represents shares of Common Stock issuable under the 2010 Employee Stock Purchase Plan.
- (3) The offering price per share was calculated solely for purposes of this offering under Rules 457(c) and 457(h) promulgated under the Securities Act, using the average of the high and low sales prices per share of Common Stock as reported on the Nasdaq Global Select Market on January 13, 2014.
- (4) Represents shares of Common Stock reserved for issuance in connection with awards not yet made under the Amended and Restated 2010 Incentive Compensation Plan, as amended.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, Synaptics Incorporated (the “Registrant”) is filing this registration statement to register 2,000,000 additional shares of its Common Stock, par value \$0.001 per share (the “Common Stock”), reserved for issuance under the 2010 Employee Stock Purchase Plan (the “2010 ESPP”), and to register 3,000,000 additional shares of its Common Stock reserved for issuance under the Amended and Restated 2010 Incentive Compensation Plan, as amended (the “A&R 2010 ICP”). The Board of Directors of the Registrant recommended for approval and, on October 22, 2013, the stockholders of the Registrant approved, an amendment to the A&R 2010 ICP that increased the number of shares available for issuance under the A&R 2010 ICP by 3,000,000.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Synaptics Incorporated hereby incorporates by reference into this Registration Statement, pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (File No. 333-170401) as filed with the Securities and Exchange Commission (the “Commission”) on November 5, 2010.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
5	Opinion of Greenberg Traurig, LLP
10.24(e)	Amended and Restated 2010 Incentive Compensation Plan, as amended (1)
10.24(f)	Form of Deferred Stock Award Agreement for Market Stock Units for Amended and Restated 2010 Incentive Compensation Plan, as amended (2)
10.25	2010 Employee Stock Purchase Plan (3)
23.1	Consent of KPMG LLP, independent registered public accounting firm
23.2	Consent of Greenberg Traurig, LLP (included in Exhibit 5)
24	Power of Attorney (included in the Signatures section of this Registration Statement)

- (1) Incorporated by reference to Appendix B attached to the Registrant’s Definitive Proxy Statement as filed with the Commission on September 11, 2013.
- (2) Incorporated by reference to the Registrant’s Form 10-Q as filed with the Commission on February 1, 2013.
- (3) Incorporated by reference to the Registrant’s Current Report on Form 8-K as filed with the SEC on October 22, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 January 21, 2014.

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 jointly and severally, Richard A. Bergman and Kathleen A. Bayless and each of them, as his or her true and lawful attorney-in-fact and agents, 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 (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Richard A. Bergman</u> Richard A. Bergman	President, Chief Executive Officer, and Director (Principal Executive Officer)	January 21, 2014
<u>/s/ Kathleen A. Bayless</u> Kathleen A. Bayless	Senior Vice President, Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)	January 21, 2014
<u>/s/ Francis F. Lee</u> Francis F. Lee	Chairman of the Board	January 21, 2014
<u>/s/ Jeffrey D. Buchanan</u> Jeffrey D. Buchanan	Director	January 21, 2014
<u>/s/ Nelson C. Chan</u> Nelson C. Chan	Director	January 21, 2014
<u>/s/ Keith B. Geeslin</u> Keith B. Geeslin	Director	January 21, 2014
<u>/s/ Russell J. Knittel</u> Russell J. Knittel	Director	January 21, 2014
<u>/s/ Richard L. Sanquini</u> Richard L. Sanquini	Director	January 21, 2014
<u>/s/ James L. Whims</u> James L. Whims	Director	January 21, 2014

EXHIBIT INDEX

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January 21, 2014

Synaptics Incorporated
1251 McKay Drive
San Jose, California 95131

**Re: Registration Statement on Form S-8
Synaptics Incorporated**

Ladies and Gentlemen:

As legal counsel to Synaptics Incorporated, a Delaware corporation (the “Company”), we have assisted in the preparation of the Company’s Registration Statement on Form S-8 (the “Registration Statement”), to be filed with the Securities and Exchange Commission (the “Commission”) on or about January 21, 2014, in connection with the registration under the Securities Act of 1933, as amended (the “Securities Act”), of an additional 2,000,000 shares of common stock of the Company, par value \$0.001 per share (the “ESP Plan Shares”), issuable pursuant to the Company’s 2010 Employee Stock Purchase Plan (the “ESP Plan”), and an additional 3,000,000 shares of common stock of the Company, par value \$0.001 per share (the “2010 A&R Plan Shares” and collectively with the ESP Plan Shares, the “Shares”), issuable pursuant to the Company’s Amended and Restated 2010 Incentive Compensation Plan, as amended (the “2010 A&R Plan” and collectively with the ESP Plan, the “Plans”). The facts, as we understand them, are set forth in the Registration Statement.

With respect to the opinion set forth below, we have examined originals, certified copies, or copies otherwise identified to our satisfaction as being true copies, only of the following:

- A. The Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware on January 7, 2002, as amended to date;
- B. The Third Amended and Restated Bylaws as adopted by the Company;
- C. Various resolutions of the Board of Directors and the shareholders of the Company authorizing the Plans and the issuance of the Shares;
- D. The Registration Statement; and
- E. The Plans.

In giving this opinion, we assume that (i) the documents and signatures examined by us are genuine and authentic, and (ii) the persons executing the documents examined by us have the legal capacity to execute such documents. We also assume that the Registration Statement has been filed by the Registrant with the Commission and will be effective at the time that any of the Shares are issued, and that persons acquiring the Shares will do so strictly in accordance with the terms of the applicable Plan, and will receive a prospectus containing all of the information required by Part I of the Registration Statement before acquiring such Shares. We further assume that the Shares will continue to be duly and validly authorized on the dates that the Shares are issued pursuant to the applicable Plan, and upon the issuance of any of the Shares, the total number of shares of common stock of the Registrant issued and outstanding, after giving effect to such issuance of such Shares, will not exceed the total number of shares of common stock that the Registrant is then authorized to issue under its Certificate of Incorporation, as amended to date.

GREENBERG TRAUIG, LLP ■ ATTORNEYS AT LAW ■ WWW.GTLAW.COM
2375 East Camelback Road, Suite 700 ■ Phoenix, Arizona 85016 ■ Tel 602.445.8000 ■ Fax 602.445.8100

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* OPERATES AS
GREENBERG TRAUIG GROSSMAN LLP
* OPERATES AS
GREENBERG TRAUIG LLP
FOREIGN LEGAL CONSULTANT
OFFICE
** STRATEGIC ALLIANCE

Based upon the foregoing, and subject to the further limitations and qualifications set forth below, it is our opinion that the Shares will be validly issued, fully paid, and nonassessable when issued and sold in accordance with the terms of the Plans.

We express no opinion as to the applicability or effect of any laws, orders, or judgments of any state or other jurisdiction other than federal securities laws and the substantive laws of the state of Delaware, including judicial interpretations of such laws. Further, our opinion is based solely upon existing laws, rules, and regulations, and we undertake no obligation to advise you of any changes that may be brought to our attention after the date hereof.

We hereby expressly consent to any reference to our firm in the Registration Statement, inclusion of this Opinion as an exhibit to the Registration Statement, and to the filing of this Opinion with any other appropriate governmental agency.

Very truly yours,

/s/ Greenberg Traurig, LLP

GREENBERG TRAUIG, LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Synaptics Incorporated:

We consent to the use of our report dated August 19, 2013, with respect to the consolidated balance sheets of Synaptics Incorporated and subsidiaries as of June 29, 2013 and June 30, 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended June 29, 2013, and the effectiveness of internal control over financial reporting as of June 29, 2013, incorporated herein by reference, which report appears in Synaptics Incorporated's Annual Report on Form 10-K for the fiscal year ended June 29, 2013.

/s/ KPMG LLP

Santa Clara, California
January 21, 2014