
**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 24, 2017
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))

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 2.01 Completion of Acquisition or Disposition of Assets.

On July 25, 2017, Synaptics Incorporated (the “Company”) completed the acquisition of all of the outstanding limited liability company interests of Conexant Systems, LLC (“Conexant”), resulting in Conexant becoming a wholly-owned subsidiary of the Company (the “Conexant Acquisition”). The Company completed the Conexant Acquisition pursuant to the previously disclosed Securities Purchase Agreement, dated as of June 11, 2017, by and among the Company, Lakestar Semi, Inc., CNXT Holdings, Inc. and Conexant.

The purchase price for the Conexant Acquisition consisted of (i) \$300 million in cash (on a cash-free, debt-free basis), subject to post-closing adjustments for working capital and (ii) 726,666 shares of the Company’s common stock (the “Stock Consideration”). The Stock Consideration was issued at closing in an exempt private placement pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”). The Company has agreed to file a shelf registration statement on Form S-3 with the Securities and Exchange Commission (the “SEC”) providing for the registered resale of the Stock Consideration.

The Company financed the cash portion of the purchase price for the Conexant Acquisition, in part, through the proceeds of its previously announced offering of its 0.50% Convertible Senior Notes due 2022. The Company financed the remainder of the purchase price for the Conexant Acquisition with available cash.

On July 26, 2017, the Company issued a press release announcing the closing of the Conexant Acquisition. A copy of the press release is attached hereto as Exhibit 99.1.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth in Item 2.01 is hereby incorporated by reference into this Item 3.02.

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

(e) On July 24, 2017, the Compensation Committee of the Board of Directors of the Company approved revisions to (i) the Form of Non-Qualified Stock Option Agreement under the Synaptics Incorporated 2010 Incentive Compensation Plan (the “2010 Plan”), (ii) the Form of Deferred Stock Unit Award Agreement under the 2010 Plan and (iii) the Form of Deferred Stock Award Agreement for Market Stock Units (“MSUs”) under the 2010 Plan (such documents, the “Revised Grant Documents”), in each case, to reflect recent changes in law and administrative practice and to clarify the treatment of such awards upon a change in control (as defined in the 2010 Plan). The terms of the Revised Grant Documents will apply to all current and future stock options, deferred stock units, and MSUs, including those awarded to the Company’s “named executive officers.” The amounts issuable under outstanding awards granted to named executive officers under the 2010 Plan that are subject to the Revised Grant Documents remain unchanged.

As revised, any option or time-based deferred stock unit that is not assumed or substituted by a successor or acquiring entity will become fully vested, effective as of, and contingent upon, a change in control. In addition, the number of MSUs for any performance tranches that are ongoing as of a change in control (the “CIC MSUs”) will be determined based on actual achievement of the applicable performance criteria as of the day immediately prior to such change in control. A prorated portion of such CIC MSUs (based on the amount of time elapsed in the applicable performance tranche through the change in control) will become vested as of the change in control. The remaining portion of such CIC MSUs (the “Non-Vested CIC MSUs”) will remain outstanding after the change in control and will vest on the applicable vesting date for such performance tranche, subject to the awardholder’s continued service. However, any Non-Vested CIC MSU that is not assumed or substituted by a successor or acquiring entity will become fully vested, effective as of, and contingent upon, a change in control.

Item 8.01. Other Events.

On July 25, 2017, the Board of Directors of the Company increased its stock repurchase program by \$150 million for a total available authorization of \$226.1 million and cumulative aggregate repurchase authorization of \$1.3 billion, and extended the Company's stock repurchase program until July 2019. The stock repurchase program authorizes the Company to purchase up to an additional \$226.1 million of its common stock in the open market or in privately negotiated transactions, depending upon market conditions and other factors, through July 2019. The number of shares purchased and the timing of purchases is based on the level of the Company's cash balances, general business and market conditions, and other factors, including alternative investment opportunities, and does not obligate the Company to repurchase any specific number of shares and may be suspended or terminated at any time without prior notice.

Item 9.01 Financial Statements and Exhibits

(a) *Financial Statements of Businesses Acquired.* The Company intends to file with the SEC the financial statements required by Item 9.01(a) within 71 days of the date on which this Current Report on Form 8-K was required to be filed with the SEC.

(b) *Pro Forma Financial Information.* The Company intends to file with the SEC the pro forma information required by Item 9.01(b) within 71 days of the date on which this Current Report on Form 8-K was required to be filed with the SEC.

(d) *Exhibits:*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 26, 2017, relating to the Conexant Acquisition

SIGNATURES

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

SYNAPTICS INCORPORATED

Date: July 26, 2017

By: /s/ John McFarland

John McFarland

Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press Release dated July 26, 2017, relating to the Conexant Acquisition



Synaptics Closes Acquisition of Conexant Systems

Accelerates Consumer IoT Strategy, Adds Voice Technology, Diversifies Customer Base

SAN JOSE, Calif. – July 26, 2017 – Synaptics Incorporated (NASDAQ: [SYNA](#)), the leading developer of human interface solutions, today announced that it has completed its acquisition of Conexant Systems, LLC, a technology leader in voice and audio processing solutions for the smart home. The combination of Synaptics' and Conexant's strong technology and market positions will jumpstart Synaptics' presence in the smart home and extend the Company's human interface leadership into the fast-growing consumer IoT market.

"We are very excited to have quickly closed on this important acquisition and be able to immediately leverage the added voice and audio solutions to pursue the growing opportunities in consumer IoT. With the broadened portfolio of technologies and products, we will not only diversify our customer base, but also provide our customers more value-add. We look forward to working with our global partners to deliver a full range of solutions to our core mobile, automotive, and PC markets, and now for consumer IoT," said Rick Bergman, President and CEO, Synaptics.

Synaptics will provide further information regarding the acquisition during its scheduled earnings conference call on Thursday, August 3, 2017. Please refer to the call details below.

Investor Call:

Synaptics Incorporated (NASDAQ:[SYNA](#)), the leading developer of human interface solutions, today announced that it will report financial results for its fourth quarter and fiscal 2017 on Thursday, August 3, 2017 after the close of market. The company will host a corresponding conference call for analysts and investors at 2:00 p.m. PT (5:00 p.m. ET), during which management may discuss forward-looking information.

To participate on the live call, analysts and investors should dial 1-800-289-0498 (conference ID: 5287206) at least ten minutes prior to the call. Synaptics will also offer a live and archived webcast of the conference call, accessible from the "Investor Relations" section of the company's website (<http://investor.shareholder.com/synaptics/>). A telephonic replay of the conference call will also be available until 5:00 p.m. PT on Tuesday, August 8, 2017 by dialing 1-888-203-1112 and entering the conference ID: 5287206.

Synaptics Incorporated | 1251 McKay Dr., San Jose, CA 95131, USA | Phone: +1-408-904-1100 | www.synaptics.com



Forward Looking Statements:

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements, including, without limitation, statements regarding the potential benefits of the proposed acquisitions, relate to Synaptics Incorporated's current expectations, beliefs, projections and similar expressions concerning matters that are not historical facts and are not guarantees of future performance. Forward-looking statements involve uncertainties, risks, assumptions and contingencies, many of which are outside Synaptics Incorporated's control that may cause actual results to differ materially from those described in or implied by any forward-looking statements. All forward-looking statements are based on currently available information and speak only as of the date on which they are made. Synaptics Incorporated assumes no obligation to update any forward-looking statement made in this press release that becomes untrue because of subsequent events, new information or otherwise, except to the extent it is required to do so in connection with its ongoing requirements under Federal securities laws. For a further discussion of factors that could cause Synaptics Incorporated's future results to differ materially from any forward-looking statements, see the section entitled "Risk Factors" in Synaptics Incorporated's Annual Report on Form 10-K for the year ended June 25, 2016 and other risks described in documents filed by Synaptics Incorporated from time to time with the Securities and Exchange Commission.

About Synaptics:

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, and biometrics products is built on the company's rich R&D, extensive IP and dependable supply chain capabilities. With solutions designed for mobile, PC 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](http://www.synaptics.com).

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