

SYNOPSIS INC  
Form S-8  
May 21, 2008

As filed with the Securities and Exchange Commission on May 21, 2008

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**SYNOPSIS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**56-1546236**  
(I.R.S. Employer  
Identification No.)

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**700 East Middlefield Road**  
**Mountain View, California 94043**

**(650) 584-5000**

(Address of Principal Executive Offices, including Zip Code)

**Synopsis, Inc. Employee Stock Purchase Plan**

**Synopsis, Inc. International Employee Stock Purchase Plan**

(Full Titles of the Plans)

**Aart J. De Geus**

**Chief Executive Officer**

**Synopsis, Inc.**

**700 East Middlefield Road**

**Mountain View, California 94043**

**(650) 584-5000**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small 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  x

Accelerated filer  o

Non-accelerated filer  o

Smaller reporting company  o

(Do not check if  
smaller reporting  
company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value per share	4,000,000	\$ 24.600	\$ 98,400,000.00	\$ 3,867.12

(1) Pursuant to Rule 429 under the Securities Act of 1933, as amended (the Securities Act), the prospectus relating hereto also relates to shares registered under Form S-8 Registration Statement Nos. 333-125224, 333-108507, 333-63216, 333-38810, 333-77597, and 333-50947. This Registration Statement shall also cover any additional shares of Registrant's Common Stock which become issuable in respect of the shares registered hereunder by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock, pursuant to Rule 416(a) promulgated under the Securities Act. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

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(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock as reported on the NASDAQ Global Select Market on May 14, 2008, in accordance with Rule 457(c) of the Securities Act.

The chart below details the calculation of the registration fee:

Title of Securities to be Registered	Number of Shares	Offering Price Per Share	Aggregate Offering Price
Common Stock, \$0.01 par value per share, reserved for issuance under the Employee Stock Purchase Plan (including the international component referred to as the International Employee Stock Purchase Plan)	4,000,000	\$ 24.600	\$ 98,400,000.00
Total	4,000,000		\$ 98,400,000.00

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference**

The following documents filed by Synopsys, Inc. (the Company or Registrant ) with the Securities and Exchange Commission are incorporated by reference into this Registration Statement: Form S-8 Registration Statement Nos. 333-125224, 333-108507, 333-63216, 333-38810, 333-77597, and 333-50947.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Section 145 of the Delaware General Corporation Law permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law.

Article X of the Company's Restated Certificate of Incorporation provides for the indemnification of directors to the fullest extent permissible under Delaware Law.

Article VII, Section 6 of the Company's Bylaws provides for the indemnification of officers, directors and third parties to the fullest extent permissible under Delaware Law, which provisions are deemed to be a contract between the Company and each director and officer who serves in such capacity while such bylaw is in effect.

In addition, the Company has entered into indemnification agreements with its directors and executive officers, in addition to the indemnification provided for in the Company's Bylaws, and intends to enter into indemnification agreements with any new directors and executive officers in the future. The Company has also obtained liability insurance for the benefit of its directors and officers.

**Item 7. Exemption from Registration Claimed**

Not applicable.

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**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
4.3	Specimen Common Stock Certificate(1)
5.1	Opinion of Cooley Godward Kronish LLP
10.16	Employee Stock Purchase Plan(2)
10.17	International Employee Stock Purchase Plan(3)
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm
23.2	Consent of Cooley Godward Kronish LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (contained on the signature page)

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(1) Incorporated by reference from exhibit to the Company's Registration Statement on Form S-1 (File No. 33-45138) which became effective February 24, 1992.

(2) Incorporated by reference from Appendix B to the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 4, 2008.

(3) Incorporated by reference from Appendix C to the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 4, 2008.

**Item 9. Undertakings**

1. The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference herein.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report



pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**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 Mountain View, State of California, on May 19, 2008.

**SYNOPSIS, INC.**

By: /s/ AART J. DE GEUS  
Aart J. de Geus  
Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Aart J. de Geus and Brian M. Beattie, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his 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 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 substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ AART J. DE GEUS <b>Aart J. de Geus</b>	Chief Executive Officer ( <i>Principal Executive Officer</i> ) and Chairman of the Board of Directors	May 19, 2008
/s/ CHI-FOON CHAN <b>Chi-Foon Chan</b>	President, Chief Operating Officer and Director	May 19, 2008
/s/ BRIAN M. BEATTIE <b>Brian M. Beattie</b>	Chief Financial Officer ( <i>Principal Financial Officer</i> )	May 19, 2008
/s/ ESFANDIAR NADDAF <b>Esfandiar Naddaf</b>	Vice President and Corporate Controller ( <i>Principal Accounting Officer</i> )	May 19, 2008
/s/ ALFRED CASTINO <b>Alfred Castino</b>	Director	May 19, 2008
/s/ BRUCE R. CHIZEN <b>Bruce R. Chizen</b>	Director	May 19, 2008
/s/ DEBORAH A. COLEMAN <b>Deborah A. Coleman</b>	Director	May 19, 2008
/s/ JOHN SCHWARZ <b>John Schwarz</b>	Director	May 19, 2008
/s/ SASSON SOMEKH <b>Sasson Somekh</b>	Director	May 20, 2008
/s/ ROY VALLEE <b>Roy Vallee</b>	Director	May 19, 2008
/s/ STEVEN C. WALSKE <b>Steven C. Walske</b>	Director	May 19, 2008

**EXHIBIT INDEX**

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