

SYNOPSIS INC
Form 8-K
April 01, 2016

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

Date of Report (date of earliest event reported): March 29, 2016

SYNOPSIS, INC.

(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

000-19807
(Commission

File Number)
690 East Middlefield Road

56-1546236
(I.R.S. Employer

Identification No.)

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Mountain View, California 94043

(Address of principal executive offices)

Registrant's telephone number, including area code: (650) 584-5000

N/A

(Former name or former address, if changed since last report)

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:

- .. 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))

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

(e) Amendment of 2006 Employee Equity Incentive Plan; Amendment of Employee Stock Purchase Plan

At the 2016 Annual Meeting of Stockholders (the *Annual Meeting*) of Synopsis, Inc. (*Synopsis*) held on March 29, 2016, Synopsis stockholders approved Synopsis 2006 Employee Equity Incentive Plan, as amended (the *Amended Employee Equity Plan*), in order to, among other items, increase the number of shares of common stock available for issuance under the plan by 3,800,000 shares. Synopsis Board of Directors (the *Board*) and the Compensation Committee of the Board previously approved the Amended Employee Equity Plan, subject to such stockholder approval. Synopsis executive officers are eligible to participate in the Amended Employee Equity Plan.

At the Annual Meeting, Synopsis stockholders also approved an amendment to Synopsis Employee Stock Purchase Plan (the *Amended ESPP*) primarily to increase the number of shares of common stock available for future issuance under the plan by 5,000,000 shares. The Board and the Compensation Committee previously approved the Amended ESPP, subject to such stockholder approval. Synopsis executive officers are eligible to participate in the Amended ESPP.

Summaries of the Amended Employee Equity Plan and the Amended ESPP are set forth in Synopsis definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on February 12, 2016 (the *Proxy Statement*). Those summaries and the above descriptions of the Amended Employee Equity Plan and Amended ESPP do not purport to be complete and are qualified in their entirety by reference to the Amended Employee Equity Plan and the Amended ESPP, which are filed as Exhibits 10.4 and 10.7, respectively, to this Current Report on Form 8-K and are each incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

As described in Item 5.02(e) above, Synopsis held its Annual Meeting on March 29, 2016. As of the record date, February 4, 2016, 151,508,866 shares of Synopsis common stock were outstanding and entitled to vote at the Annual Meeting. A total of 139,464,544 shares of Synopsis common stock, constituting a quorum, were represented in person or by proxy at the Annual Meeting.

Synopsis stockholders voted on five proposals at the Annual Meeting. The proposals are described in the Proxy Statement. The final results of the votes regarding each proposal are set forth below.

Proposal 1: Synopsis stockholders elected ten directors to Synopsis Board, to serve until the next annual meeting of stockholders and until their successors are elected and qualified. The voting results regarding this proposal are set forth below:

| | For | Withhold | Broker Non-Votes |
|----------------------------|-------------|-----------------|-------------------------|
| Aart J. de Geus | 125,583,225 | 4,038,854 | 9,842,465 |
| Chi-Foon Chan | 127,844,246 | 1,777,833 | 9,842,465 |
| Alfred Castino | 129,305,635 | 316,444 | 9,842,465 |
| Janice D. Chaffin | 129,310,851 | 311,228 | 9,842,465 |
| Bruce R. Chizen | 126,778,707 | 2,843,372 | 9,842,465 |
| Deborah A. Coleman | 122,130,275 | 7,491,804 | 9,842,465 |
| Chrysostomos L. Max Nikias | 128,593,573 | 1,028,506 | 9,842,465 |

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| | | | |
|------------------|-------------|-----------|-----------|
| John Schwarz | 127,779,000 | 1,843,079 | 9,842,465 |
| Roy Vallee | 127,227,264 | 2,394,815 | 9,842,465 |
| Steven C. Walske | 122,080,966 | 7,541,133 | 9,842,465 |

Proposal 2: As described in Item 5.02(e) above, Synopsys stockholders approved the Amended Employee Equity Plan in order to, among other items, increase the number of shares of common stock available for issuance under the plan by 3,800,000 shares. The Amended Employee Equity Plan is filed as Exhibit 10.4 to this Current Report on Form 8-K. The voting results regarding this proposal are set forth below:

| | |
|-------------------|-------------|
| For: | 112,503,516 |
| Against: | 14,762,848 |
| Abstain: | 2,355,715 |
| Broker Non-Votes: | 9,842,465 |

Proposal 3: As described in Item 5.02(e) above, Synopsys stockholders approved the Amended ESPP primarily to increase the number of shares of common stock available for issuance under the plan by 5,000,000 shares. The Amended ESPP is filed as Exhibit 10.7 to this Current Report on Form 8-K. The voting results regarding this proposal are set forth below:

| | |
|-------------------|-------------|
| For: | 124,911,701 |
| Against: | 4,665,334 |
| Abstain: | 45,044 |
| Broker Non-Votes: | 9,842,465 |

Proposal 4: Synopsys stockholders approved, on an advisory basis, the compensation of Synopsys named executive officers as disclosed in the Proxy Statement. The voting results regarding this proposal are set forth below:

| | |
|-------------------|-------------|
| For: | 123,749,101 |
| Against: | 5,545,005 |
| Abstain: | 327,973 |
| Broker Non-Votes: | 9,842,465 |

Proposal 5: Synopsys stockholders ratified the selection of KPMG LLP as Synopsys independent registered public accounting firm for the fiscal year ending October 29, 2016. The voting results regarding this proposal are set forth below:

| | |
|----------|-------------|
| For: | 137,639,017 |
| Against: | 1,801,480 |
| Abstain: | 24,047 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| Number | Description |
|---------------|---|
| 10.4 | 2006 Employee Equity Incentive Plan, as amended |
| 10.7 | Employee Stock Purchase Plan, as amended |

SIGNATURES

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

SYNOPSIS, INC.

Dated: April 1, 2016

By: */s/ JOHN F. RUNKEL, JR.*
John F. Runkel, Jr.
General Counsel and Corporate Secretary

INDEX TO EXHIBITS

Exhibit

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|---------------|---|
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