

SYNAPTICS Inc
Form S-8
November 01, 2018

As filed with the Securities and Exchange Commission on November 1, 2018

Registration No. 333-

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)

1251 McKay Drive

San Jose, California 95131

77-0118518
(IRS Employer
Identification No.)

(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

Micheal J. Reagan, Esq.

Senior Vice President, General Counsel and Secretary

W. Stuart Ogg, Esq.

Synaptics Incorporated

Jones Day

1251 McKay Drive

1755 Embarcadero Road

San Jose, California 95131

Palo Alto, CA 94303

Tel: (408) 904-1100

Tel: (650) 739-3939

Fax: (408) 904-1110

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

| | Amount to be | Proposed Maximum Offering Price | Proposed Maximum Aggregate Offering Price(4) | Amount of Registration Fee(4) |
|---|-------------------------|--|---|--|
| Title of Securities to be Registered | Registered(1) | Per Share(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.

| Exhibit No. | Description |
|-------------|---|
| 5.1 | <u>Opinion of Jones Day*</u> |
| 10.3 | <u>Amended and Restated 2010 Incentive Compensation Plan, as amended (1)</u> |
| 10.25(a) | <u>Amended and Restated 2010 Employee Stock Purchase Plan, as amended (1)</u> |
| 23.1 | <u>Consent of Jones Day (included in Exhibit 5.1 above)</u> |
| 23.2 | <u>Consent of KPMG LLP, the Registrant's independent registered public accounting firm*</u> |

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:

| | Title | Date |
|---|--|------------------|
| <i>/s/ Richard A. Bergman</i> Richard A. Bergman | President, Chief Executive Officer and Director (Principal Executive Officer) | November 1, 2018 |
| <i>/s/ Wajid Ali</i> Wajid Ali | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | November 1, 2018 |
| <i>/s/ Francis F. Lee</i> Francis F. Lee | Chairman of the Board | November 1, 2018 |
| <i>/s/ Jeffrey D. Buchanan</i> Jeffrey D. Buchanan | Director | November 1, 2018 |
| <i>/s/ Nelson C. Chan</i> Nelson C. Chan | Director | November 1, 2018 |

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/s/ Keith B. Geeslin
Keith B. Geeslin

Director

November 1, 2018

/s/ Russell J. Knittel
Russell J. Knittel

Director

November 1, 2018

/s/ Richard L. Sanquini
Richard L. Sanquini

Director

November 1, 2018

/s/ James L. Whims
James L. Whims

Director

November 1, 2018