
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Synaptics Incorporated

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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Fee paid previously with preliminary materials.

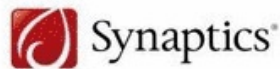
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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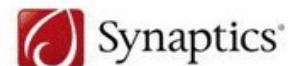


2010 Incentive Compensation Plan Amendment

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Disclosure



This presentation contains "forward-looking" statements about Synaptics, as that term is defined under the federal securities laws. Synaptics intends such forward-looking statements to be subject to the safe-harbor created by those laws. Such forward-looking statements relate to, without limitation, revenue growth, financial results, use of shares available under Synaptics' 2010 Incentive Compensation Plan, or the Plan, expectations for grants of awards to be made under the Plan, and expected results from increased R&D investment. Synaptics cautions that these statements are qualified by important factors that could cause actual results to differ materially from those reflected by the forward-looking statements contained herein. Such factors include, but are not limited to: (a) market demand and commercial acceptance of Synaptics' products, (b) market demand for OEM products using Synaptics' products, (c) the failure of Synaptics and OEM products to deliver commercially acceptable performance, (d) changes in business conditions or Synaptics' compensation strategy, and other risks as identified from time to time in Synaptics' SEC reports, including Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and Annual Reports on Form 10-K. All forward-looking statements are based on information available to Synaptics on the date hereof, and Synaptics assumes no obligation to update such statements.

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- Synaptics is seeking shareholder approval to amend the 2010 Incentive Compensation Plan
 - Shares available as of August 30, 2013 = **1,180,541**
 - Increase authorized shares by **3,000,000** resulting in total pool of **4,180,541** shares
 - We anticipate issuing approximately 1,500,000 shares per year (gross, before cancellations)
 - We expect the pool to last approximately 3 years
- Synaptics' Board of Directors recommends a "Yes" vote
 - Equity fuels recruiting to drive R&D and customer engagements
 - Our pay-for-performance approach to equity aligns employee and stockholder interests
 - We have actively managed the impact of our equity compensation program by reducing our annual burn rate and through our stock repurchase program
 - Our overhang reflects the impact of our employees holding vested "in-the-money" stock options, demonstrating their confidence in the value and future of Synaptics

Company Overview: Leading Human Interface Company



Right Markets

Smartphones

In-cell, On-cell and Display Integration Leader

Notebooks

Industry leading TouchPad and ThinTouch keyboard solutions for Win8 "Touch First" OS

Tablets

Android and Windows support along with ThinTouch Integrated keyboards

Broadest Portfolio

Innovation leader with history of industry firsts, most recently:

*Single-ASIC solution for touchscreens up to 15.6 inches with Active Pen
In-Cell smartphone implementations*

Positioned For Growth

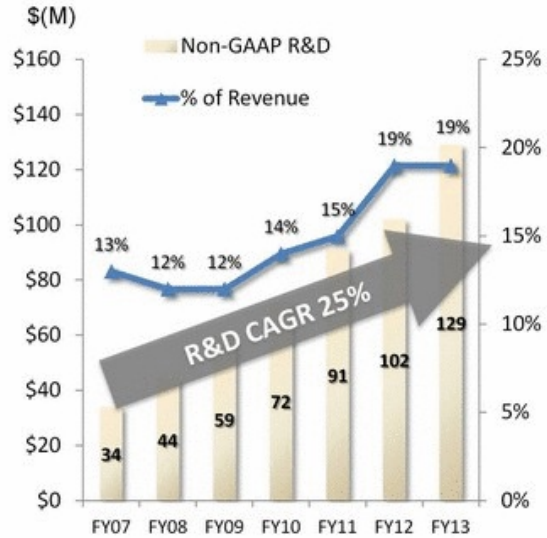
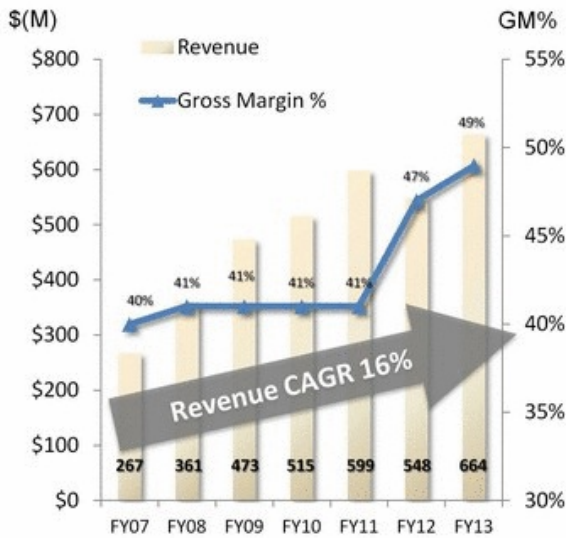
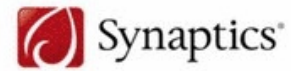
850+ employees; " 67% in engineering focused roles

Over 400 U.S. patents issued or pending

Local technical design centers for real-time customer support

Over 1 billion custom touch solutions shipped

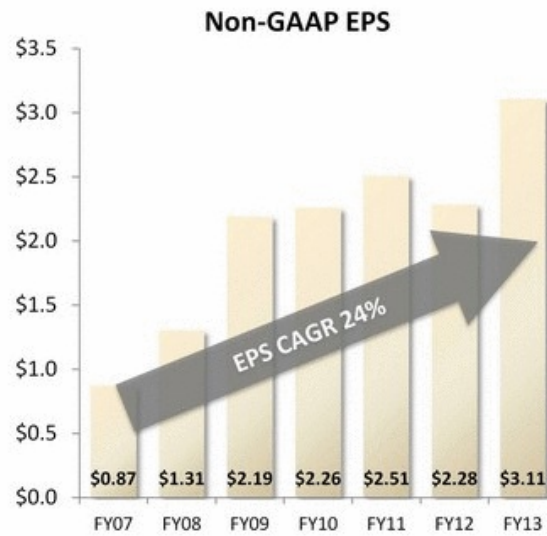
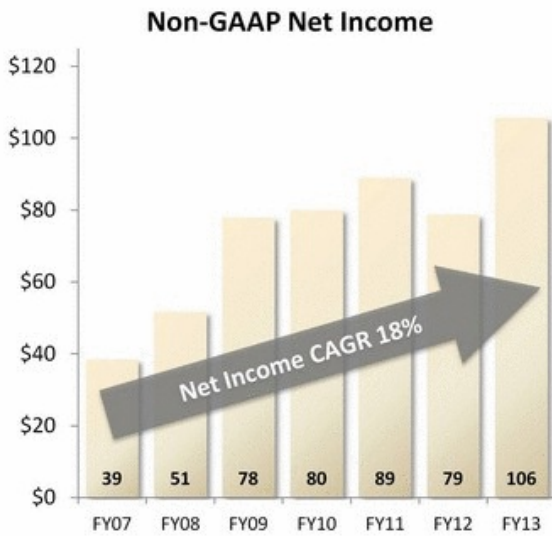
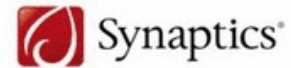
Background: Investment in R&D drives growth



FY13 Growth Accelerates; Strong Growth Expected to Continue in FY14

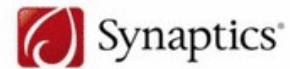
Increased R&D Investment Drives Winning Product & Technology Portfolio

Background: Strong track record of growth and profitability



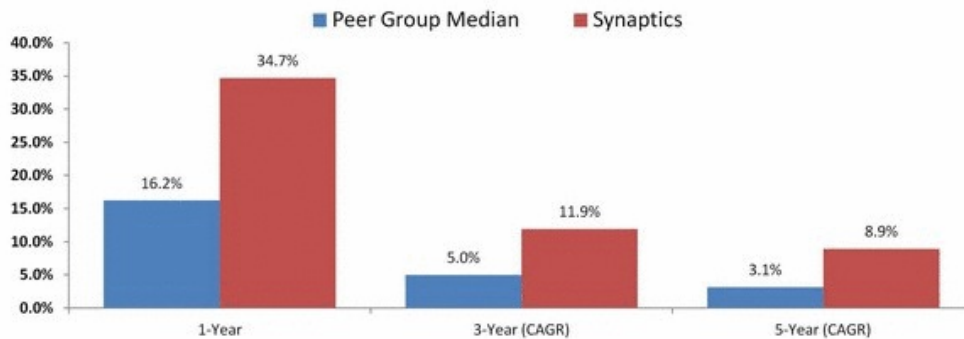
See Appendix hereto for a reconciliation of GAAP to non-GAAP results

Background: Synaptics outperforms the industry



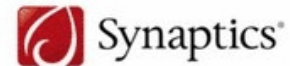
Synaptics has outperformed the peer group median over the last one, three, and five-year periods

Total Shareholder Return (6/30/13)

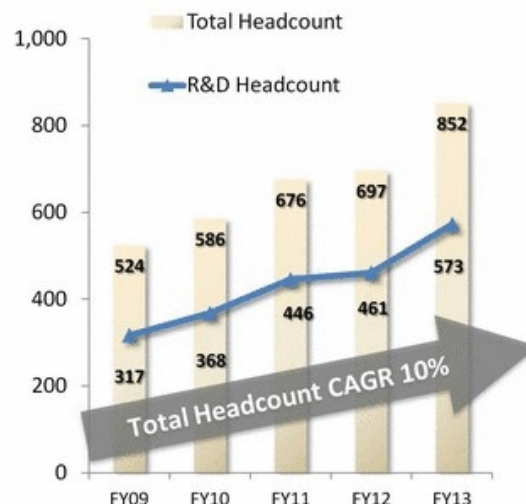


The peer group used for the analysis of total shareholder return consists of Atmel, Cirrus Logic, Cypress Semiconductor, Emulex, Integrated Device Technology, Intermec, Intersil, Lattice Semiconductor, Micrel, Microsemi, Monolithic Power Systems, NetGear, Plantronics, PMC-Sierra, QLogic, RF Micro Devices, Semtech, Silicon Laboratories, TriQuint, Zebra Technologies.

Equity is critical to recruiting and retaining high-caliber talent to drive our continued success

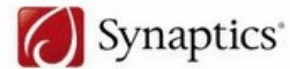


- Our growth strategy is dependent on our ability to recruit, motivate, reward, and retain employees to support R&D and customer engagements
 - ✓ 67% of our headcount works in an R&D role
- Headquartered in San Jose (Silicon Valley), we compete with the largest and most successful technology companies in the US
- Equity compensation is necessary for us to compete for engineering, technical, and professional talent without significantly increasing cash compensation costs



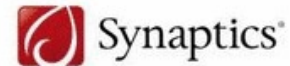
Critical talent supports Product Roadmap & expanding Customer Engagements

Our pay-for-performance approach to equity aligns employee and stockholder interests

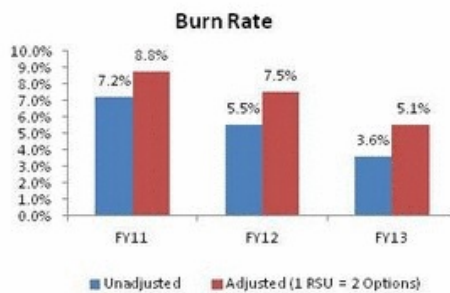


- Our equity program encourages employees to think like stockholders:
 - Take actions that create long-term stockholder value
 - Promote long-term sustainability
- Our equity program emphasizes pay-for-performance
 - *For executives:*
 - Emphasis on equity; cash compensation falls below median of peer companies
 - Stock options only have value if Synaptics' stock price increases above the grant price
 - Market Stock Units require Synaptics to outperform the SOX index to earn an above-target payout; # of shares earned is reduced if Synaptics underperforms the SOX index
 - Limited use of time-vested RSUs
 - *For employees:*
 - Equity awards are targeted to high-performing employees and critical hires
- Our total compensation levels (cash + equity) are aligned with the market

We have actively managed the impact of our equity compensation program



We reduced our annual "burn rate" and "overhang" over the last two fiscal years



Our stock repurchase program offsets the dilutive effect of equity awards

- Over the past 3 fiscal years, Synaptics repurchased more shares than were granted



- Synaptics had 32.3M shares outstanding, at 8/30/13, fewer than the split-adjusted 34.2M shares outstanding at our IPO
- Our repurchase program causes our burn rate and overhang to appear higher than at companies with less aggressive repurchase programs

Our overhang is largely due to employees holding vested “in-the-money” stock options



- **63%** of our outstanding equity awards consist of “in-the-money” and vested stock options, including > 1M options outstanding > 6 years
- We believe the number of vested in-the-money stock options demonstrates the holder’s confidence in the value and future of our company

As of August 30, 2013	# Shares	% Common Shares Outstanding	% of Issued Overhang
Maximum MSUs	67,400	0.2%	1%
Unvested RSUs	928,207	2.9%	13%
Unvested Stock Options	1,444,518	4.5%	21%
Vested in-the-money Stock Options	4,380,374	13.5%	63%
All Other Vested Stock Options	137,369	0.4%	2%
Total	6,957,868	21.5%	100%

Appendix



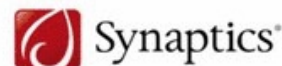
Appendix



Share Figures in 000's	As of 8/30/13	FY2013	FY 2012	FY 2011
Options Granted		514	1,179	1,942
Restricted Stock/RSUs Granted		572	648	518
MSUs Earned / Vested		0	0	0
MSUs Granted		74	0	0
# Shares Granted		1,160	1,827	2,460
Unadjusted Gross Burn Rate		3.6%	5.5%	7.2%
Full-Value Share Multiplier		2.0x	2.0x	2.0x
Adjusted # of Shares Granted		1,658	2,475	2,978
Adjusted Gross Burn Rate		5.1%	7.5%	8.8%
Options Cancelled		472	365	587
RSUs Cancelled		118	88	87
MSUs Cancelled		7	0	0
Unadjusted Shares Cancelled		597	453	674
Unadjusted Net Burn Rate		1.7%	4.2%	5.2%
Adjusted # of Shares Cancelled		708	541	761
Net Burn Rate		2.9%	5.9%	6.5%
Options Outstanding	5,962	6,030	7,339	7,835
Unvested Rest. Stk./Units	928	1,005	1,009	868
Unvested MSUs (Target)	67	67	0	0
Issued Overhang	21.5%	21.3%	25.4%	26.0%
Wtd Avg Shares Outstanding		32,658	33,030	34,042
Period End Shares Outstanding	32,338	33,290	32,896	33,466

- Unadjusted gross burn rate: options and restricted shares/units granted divided by weighted average shares outstanding.
- Adjusted gross burn rate: options and restricted shares/units (converted to option equivalents using a 2.0 multiplier) granted divided by weighted average shares outstanding.
- Issued overhang: total stock options, unvested restricted shares/units and unvested market stock units divided by period end shares outstanding.

Appendix

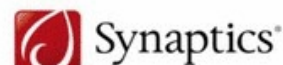


- Vested in-the-money Stock Options Outstanding for more than Six Years

Grant Date	Expiration Date	Vesting Dates	Remaining Life in Yrs	Option Price	Number of Options
01/21/2004	01/21/2014	(1)	0.39	\$10.930	4,576
04/21/2004	04/21/2014	(1)	0.64	\$10.530	8,970
07/20/2004	07/20/2014	(1)	0.89	\$12.170	52,834
10/19/2004	10/19/2014	(1)	1.14	\$16.620	10,500
01/18/2005	01/18/2015	(1)	1.39	\$20.170	167,125
04/14/2005	04/14/2015	(1)	1.62	\$13.550	21,878
07/26/2005	07/26/2015	(1)	1.90	\$14.330	64,544
10/18/2005	10/18/2015	(1)	2.13	\$13.040	1,000
01/17/2006	01/17/2016	(1)	2.38	\$20.470	182,826
04/14/2006	04/14/2016	(1)	2.62	\$17.190	12,625
07/25/2006	07/25/2016	(1)	2.90	\$14.020	105,593
10/17/2006	10/17/2016	(1)	3.13	\$15.510	53,434
01/23/2007	01/23/2017	(1)	3.40	\$19.630	93,049
04/24/2007	04/24/2017	(1)	3.65	\$19.210	61,672
08/13/2007	08/13/2017	(1)	3.95	\$26.470	207,430
				Total	<u>1,048,056</u>

- (1) These options vested 1/4th of the total number of options granted 12 months from grant date and 1/48th of the total number of options granted each month thereafter until fully vested 48 months after the grant date.

Appendix



Reconciliation of GAAP to Non-GAAP: Net Income, Earnings Per Share, and R&D Expense

	FY07	FY08	FY09	FY10	FY11	FY12	FY13
GAAP net income	\$ 22	\$ 26	\$ 48	\$ 53	\$ 64	\$ 54	\$ 99
Non-cash interest income	-	-	-	-	-	-	-
Acquired intangibles amortization	-	-	-	-	-	-	1
Change in contingent consideration	-	-	-	-	-	-	1
Loss on early retirement of debt	-	-	1	-	-	-	-
Impairment loss/(recovery) on investments	-	11	9	1	-	-	-
Non-cash interest expense	7	7	6	2	-	-	-
Non-recurring CEO resignation costs	-	-	-	-	1	-	-
Restructuring	1	-	-	-	-	-	-
Share-based compensation	14	17	25	35	34	34	32
Gain on sale of building	-	-	-	-	-	-	(2)
Tax adjustments	(6)	(10)	(11)	(11)	(10)	(9)	(25)
Non-GAAP net income	\$ 38	\$ 51	\$ 78	\$ 80	\$ 89	\$ 79	\$ 106
GAAP earnings per share - diluted	\$ 0.55	\$ 0.67	\$ 1.35	\$ 1.50	\$ 1.80	\$ 1.57	\$ 2.89
Non-cash interest income	-	-	-	-	-	-	(0.01)
Acquired intangibles amortization	-	-	-	-	-	-	0.03
Change in contingent consideration	-	-	-	-	-	-	0.04
Loss on early retirement of debt	-	-	0.03	-	-	-	-
Impairment loss/(recovery) on investments	-	0.28	0.26	0.01	-	-	-
Non-cash interest expense	0.15	0.18	0.16	0.06	-	-	-
Non-recurring CEO resignation costs	-	-	-	-	0.04	-	-
Restructuring	0.01	-	-	-	-	-	-
Share-based compensation	0.31	0.43	0.69	1.00	0.96	0.99	0.94
Gain on sale of building	-	-	-	-	-	-	(0.05)
Tax adjustments	(0.15)	(0.25)	(0.30)	(0.31)	(0.29)	(0.28)	(0.73)
Non-GAAP earnings per share - diluted	\$ 0.87	\$ 1.31	\$ 2.19	\$ 2.26	\$ 2.51	\$ 2.28	\$ 3.11
GAAP R&D Expense	\$ 39	\$ 50	\$ 68	\$ 86	\$ 105	\$ 118	\$ 145
Share-based compensation	(5)	(6)	(9)	(14)	(14)	(16)	(16)
Non-GAAP R&D Expense	\$ 34	\$ 44	\$ 59	\$ 72	\$ 91	\$ 102	\$ 129