

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

77-0118518

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer
Identification Number)

3120 Scott Boulevard, Suite 130
Santa Clara, California 95054

(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2001 Incentive Compensation Plan

(Full Title of the Plan)

Francis F. Lee
President and Chief Executive Officer
3120 Scott Boulevard, Suite 130
Santa Clara, California 95054
(408) 454-5100

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Robert S. Kant, Esq.
Jean E. Harris, Esq.
Brian H. Blaney, Esq.
Greenberg Traurig, LLP
2375 East Camelback Road, Suite 700
Phoenix, AZ 85016
(602) 445-8000

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.001	1,593,405 shares	\$ 29.09 (2)	\$ 46,352,151.45	\$ 1,423
Common Stock, par value \$.001	2,906,595 shares	\$ 43.88 (3)	\$127,541,388.60 (3)	\$ 3,916
	4,500,000 shares		\$ 173,893,540.05	\$ 5,339

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Amended and Restated 2001 Incentive Compensation Plan by reason of any stock dividend, stock split, recapitalization, or any other similar transaction without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock of Synaptics Incorporated.
- (2) Estimated solely for the purposes of calculation of the registration fee in accordance with Rule 457(h), based upon the weighted average exercise price of outstanding but unexercised options.
- (3) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, using the average of the high and low sales prices for the Common Stock of Synaptics Incorporated as reported on the Nasdaq Global Select Market on September 13, 2007.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Synaptics Incorporated hereby incorporates by reference into this Registration Statement, pursuant to General Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 (Nos. 333-81820 and 333-99529) as filed with the Securities and Exchange Commission on January 31, 2002 and September 13, 2002, respectively, except that “Item 3. Incorporation of Documents by Reference” is amended in its entirety to read as follows:

Item 3. Incorporation of Documents by Reference.

Synaptics Incorporated (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “Commission”):

- (a) The Registrant’s latest annual report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “Securities Act”), that contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant document referred to in (a) above; and
- (c) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A, (No. 000-49602) as filed with the Commission on January 24, 2002.

In addition, reports and definitive proxy or information statements filed with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 8. Exhibits.

<u>Number</u>	<u>Exhibit</u>
5	Opinion of Greenberg Traurig, LLP
10.6(a)	Amended and Restated 2001 Incentive Compensation Plan (1)
10.6(b)	Form of grant agreements for Amended and Restated 2001 Incentive Compensation Plan (1)
10.6(c)	Form of deferred stock award agreement for Amended and Restated 2001 Incentive Compensation Plan (2)
23.1	Consent of KPMG LLP, independent registered public accounting firm
23.2	Consent of Greenberg Traurig, LLP (included in Exhibit 5)
24	Power of Attorney (included in the Signatures section of this Registration Statement)

(1) Incorporated by reference to the Registrant’s Form 10-Q (Commission File No. 000-49602) for the quarter ended December 28, 2002, as filed with the Commission on February 6, 2003.

(2) Incorporated by reference to the Registrant’s Form 10-K for the fiscal year ended June 24, 2006, as filed with the Commission on September 7, 2006.

EXHIBIT INDEX

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(2) Incorporated by reference to the Registrant's Form 10-K for the fiscal year ended June 24, 2006, as filed with the Commission on September 7, 2006.



September 17, 2007

Synaptics Incorporated
3120 Scott Boulevard
Suite 130
Santa Clara, California 95054

**Re: Registration Statement on Form S-8
Synaptics Incorporated**

Ladies and Gentlemen:

As legal counsel to Synaptics Incorporated (the "Company"), we have assisted in the preparation of the Company's Registration Statement on Form S-8 (the "Registration Statement"), to be filed with the Securities and Exchange Commission on or about September 17, 2007, in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an additional 4,500,000 shares of common stock of the Company (the "Shares") issuable pursuant to the Company's Amended and Restated 2001 Incentive Compensation Plan (the "Plan"). The facts, as we understand them, are set forth in the Registration Statement.

With respect to the opinion set forth below, we have examined originals, certified copies, or copies otherwise identified to our satisfaction as being true copies, only of the following:

- A. The Certificate of Incorporation of Synaptics Incorporated, a Delaware corporation, as filed with the Secretary of State of the State of Delaware on January 7, 2002, as amended to date;
- B. The Bylaws as adopted by Synaptics Incorporated, a Delaware corporation;
- C. Various resolutions of the Board of Directors of the Company authorizing the Plan and the issuance of the Shares;
- D. The Registration Statement; and
- E. The Plan.

Subject to the assumptions that (i) the documents and signatures examined by us are genuine and authentic, and (ii) the persons executing the documents examined by us have the legal capacity to execute such documents, and subject to the further limitations and qualifications set forth below, based solely upon our review of items A through E above, it is

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our opinion that the Shares will be validly issued, fully paid, and nonassessable when issued and sold in accordance with the terms of the Plan.

We hereby expressly consent to any reference to our firm in the Registration Statement, inclusion of this Opinion as an exhibit to the Registration Statement, and to the filing of this Opinion with any other appropriate governmental agency.

Very truly yours,

/s/ Greenberg Traurig, LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Synaptics Incorporated:

We consent to the incorporation by reference in this registration statement on Form S-8 of Synaptics Incorporated of our reports dated September 4, 2007, with respect to the consolidated balance sheets of Synaptics Incorporated and subsidiaries as of June 24, 2006 and June 30, 2007, and the related consolidated statements of income, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended June 30, 2007 and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of June 30, 2007, which reports appear in the June 30, 2007 annual report on Form 10-K of Synaptics Incorporated. Our report dated September 4, 2007 refers to an accounting change as a result of the adoption of SFAS No. 123(R), *Share-Based Payment*, at the beginning of fiscal 2006.

/s/ KPMG LLP

Mountain View, California
September 17, 2007