
**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)

77-0118518
(IRS Employer
Identification No.)

**1251 McKay Drive
San Jose, California 95131**
(Address of Principal Executive Offices) (Zip Code)

AMENDED AND RESTATED 2010 INCENTIVE COMPENSATION 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
Senior Vice President, General Counsel and Secretary
Synaptics Incorporated
1251 McKay Drive
San Jose, California 95131
Tel: (408) 904-1100
Fax: (408) 904-1110

Micheal J. Reagan, Esq.
W. Stuart Ogg, Esq.
Jones Day
1755 Embarcadero Road
Palo Alto, CA 94303
Tel: (650) 739-3939
Fax: (650) 739-3900

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller 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

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(3)
Common Stock, par value \$0.001 per share	2,600,000(2)	\$53.82	\$139,932,000	\$16,219

- (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") 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) 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 \$53.82, 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 December 5, 2016.

EXPLANATORY NOTE

Synaptics Incorporated, a Delaware corporation (the “Registrant”) is filing this Registration Statement to register an additional 2,600,000 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”). The 2010 Plan was further amended and restated by the Registrant’s Board of Directors to, among other things, increase the number of shares of Common Stock authorized for issuance thereunder by 2,600,000 shares. The amendments to the 2010 Plan were approved by the Registrant’s stockholders on October 25, 2016.

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 plan is effective pursuant to the amendments to the 2010 Plan 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); 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, 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.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Jones Day*
10.24(e)	Amended and Restated 2010 Incentive Compensation Plan, as amended (1)
23.1	Consent of Jones Day (included in Exhibit 5.1 above)
23.2	Consent of KPMG LLP, the Registrant’s independent registered public accounting firm*
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 October 28, 2016.

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 December 7, 2016.

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:

	<u>Title</u>	<u>Date</u>
<u>/s/ Richard A. Bergman</u> Richard A. Bergman	President, Chief Executive Officer and Director (Principal Executive Officer)	December 7, 2016
<u>/s/ Wajid Ali</u> Wajid Ali	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 7, 2016
<u>/s/ Francis F. Lee</u> Francis F. Lee	Chairman of the Board	December 7, 2016
<u>/s/ Jeffrey D. Buchanan</u> Jeffrey D. Buchanan	Director	December 7, 2016
<u>/s/ Nelson C. Chan</u> Nelson C. Chan	Director	December 7, 2016
<u>/s/ Keith B. Geeslin</u> Keith B. Geeslin	Director	December 7, 2016
<u>/s/ Russell J. Knittel</u> Russell J. Knittel	Director	December 7, 2016
<u>/s/ Richard L. Sanquini</u> Richard L. Sanquini	Director	December 7, 2016
<u>/s/ James L. Whims</u> James L. Whims	Director	December 7, 2016

EXHIBIT INDEX

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JONES DAY

SILICON VALLEY OFFICE • 1755 EMBARCADERO ROAD • PALO ALTO, CALIFORNIA 94303
TELEPHONE: +1.650.739.3939 • FACSIMILE: +1.650.739.3900

December 7, 2016

Synaptics Incorporated
1251 McKay Drive
San Jose, California 95131

Re: Registration Statement on Form S-8 Filed by Synaptics Incorporated

Ladies and Gentlemen:

We have acted as counsel for Synaptics Incorporated, a Delaware corporation (the “*Company*”), in connection with the Company’s Amended and Restated 2010 Incentive Compensation Plan (as amended, the “*Plan*”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the additional 2,600,000 shares (the “*Shares*”) of common stock, par value \$0.001 per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock or other applicable award agreements thereunder (the “*Award Agreements*”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “*Act*”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Synaptics Incorporated:

We consent to the use of our report dated August 26, 2016, with respect to the consolidated balance sheets of Synaptics Incorporated as of June 25, 2016 and June 27, 2015, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended June 25, 2016, and the effectiveness of internal control over financial reporting as of June 25, 2016, which is incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California
December 7, 2016