

**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 Number)

**3120 Scott Blvd.
Santa Clara, California 95054**
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2001 Incentive Compensation Plan
(Full Title of the Plan)

**Russell J. Knittel
Interim President and Chief Executive Officer
3120 Scott Blvd.
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.**
Greenberg Traurig, LLP
2375 East Camelback Road, Suite 700
Phoenix, AZ 85016
(602) 445-8000

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 Smaller reporting company
(Do not check if a smaller reporting company)

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	1,500,000 shares (2)	\$28.59 (3)	\$42,885,000.00(3)	\$3,057.70

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that 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 that results in an increase in the number of outstanding shares of Common Stock of Synaptics Incorporated (the "Registrant").
- (2) Represents shares of Common Stock reserved for issuance upon exercise of stock options outstanding under the Amended and Restated 2001 Incentive Compensation Plan.

- (3) The offering price per share was estimated solely for the purposes of calculation of the registration fee in accordance with Rule 457(h) promulgated under the Securities Act, based upon the weighted average exercise price per share of outstanding but unexercised options.

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, 333-99529, and 333-146145) as filed with the Securities and Exchange Commission on January 31, 2002, September 13, 2002, and September 18, 2007, 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 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 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, including any amendment or report filed for the purpose of updating such description.

In addition, all documents 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.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
5	Opinion of Greenberg Traurig, LLP
10.6 (b)	Form of grant agreement 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)
10.6 (d)	Amended and Restated 2001 Incentive Compensation Plan (as amended through January 23, 2007) (3)
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.
- (3) Incorporated by reference to the Registrant’s Form 10-Q (Commission File No. 000-49602) for the quarter ended September 29, 2007, as filed with the Commission on November 8, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Santa Clara, State of California, on November 5, 2010.

SYNAPTICS INCORPORATED

By: /s/ Russell J. Knittel
Russell J. Knittel
Interim President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally, Russell J. Knittel and Kathleen A. Bayless and each of them, as his or her true and lawful attorney-in-fact and agents, 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 (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Russell J. Knittel</u> Russell J. Knittel	Interim President, Chief Executive Officer, and Director (Principal Executive Officer)	November 5, 2010
<u>/s/ Kathleen A. Bayless</u> Kathleen A. Bayless	Senior Vice President, Chief Financial Officer, Secretary, and Treasurer (Principal Financial and Accounting Officer)	November 5, 2010
<u>/s/ Francis F. Lee</u> Francis F. Lee	Chairman of the Board	November 5, 2010
<u>/s/ Jeffrey D. Buchanan</u> Jeffrey D. Buchanan	Director	November 5, 2010
<u>/s/ Nelson C. Chan</u> Nelson C. Chan	Director	November 5, 2010
<u>/s/ Keith B. Geeslin</u> Keith B. Geeslin	Director	November 5, 2010
<u>Richard L. Sanquini</u>	Director	
<u>James L. Whims</u>	Director	

EXHIBIT INDEX

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November 5, 2010

Synaptics Incorporated
3120 Scott Boulevard
Santa Clara, California 95054

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

Ladies and Gentlemen:

As legal counsel to Synaptics Incorporated, a Delaware corporation (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 November 5, 2010, in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an additional 1,500,000 shares of common stock of the Company, par value \$0.001 per share (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 the Company, as filed with the Secretary of State of the State of Delaware on January 7, 2002, as amended to date;
- B. The Third Amended and Restated Bylaws as adopted by the Company;
- C. Various resolutions of the Board of Directors of the Company authorizing the Plans 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 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.

Greenberg Traurig, LLP | Attorneys at Law | 2375 East Camelback Road, Suite 700 | Phoenix, Arizona 85016 | Tel. 602.445.8000 | Fax 602.445.8100

Synaptics Incorporated
November 5, 2010
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We express no opinion as the applicability or effect of any laws, orders, or judgments of any state or other jurisdiction other than federal securities laws and the substantive laws of the state of Delaware, including judicial interpretations of such laws. Further, our opinion is based solely upon existing laws, rules, and regulations, and we undertake no obligation to advise you of any changes that may be brought to our attention after the date hereof.

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

Greenberg Traurig

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Synaptics, Incorporated:

We consent to the use of our reports dated August 23, 2010, with respect to the consolidated balance sheets of Synaptics Incorporated and subsidiaries (the Company) as of June 27, 2009 and June 26, 2010, 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 26, 2010, and the effectiveness of internal control over financial reporting as of June 26, 2010, incorporated herein by reference.

As discussed in note 1 to the consolidated financial statements, effective at the beginning of fiscal year 2010, the Company retrospectively adopted the provisions of Accounting Principles Board (APB) Opinion No. 14-1 (included in Financial Accounting Standards Board (FASB) Accounting Standards Codification 470-20, *Debt with Conversion and Other Options*), *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)*, for all periods presented herein. Also, as discussed in note 1 to the consolidated financial statements, the Company adopted the provisions of FASB Staff Position No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* (included in FASB ASC Topic 320, *Investments-Debt and Equity Securities*), during fiscal 2009.

/s/ KPMG LLP

Mountain View, California
November 5, 2010