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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**December 4, 2014
Date of Report (Date of earliest event reported)**

SYNAPTICS INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE
(State or Other Jurisdiction
of Incorporation)**

**000-49602
(Commission
File Number)**

**77-0118518
(IRS Employer
Identification No.)**

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

**(408) 904-1100
(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

Synaptics Incorporated (“Synaptics”) is furnishing this Current Report on Form 8-K in connection with the disclosure of information in the form of a press release released on December 4, 2014, and attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K (including Exhibit 99.1) is furnished pursuant to Item 2.02 and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any registration document or other document filed by Synaptics.

Synaptics does not have, and expressly disclaims, any obligation to release publicly any updates or any changes in Synaptics’ expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based. The text included with this Current Report on Form 8-K is available on Synaptics’ website located at www.synaptics.com, although Synaptics reserves the right to discontinue that availability at any time.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b), (e)

On December 4, 2014, Synaptics issued a press release announcing the decision of Kathy Bayless to retire as Synaptics’ Senior Vice President and Chief Financial Officer effective in February 2015. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated in this Item 5.02 by reference.

When Ms. Bayless retires in February 2015, Ms. Bayless has agreed to enter into a Separation Agreement and Release with Synaptics under which Ms. Bayless will release all claims she may have against Synaptics in exchange for: (i) a cash payment equal to six months’ of her annual base salary, or \$177,500; (ii) six months of COBRA continuation coverage under Synaptics’ health insurance benefit plan; (iii) a time-based pro rata amount of her fiscal year 2015 target cash bonus of \$230,750, provided that such payment shall be no less than \$115,375; (iv) executive outplacement services for a period of six months after her retirement; and (v) an extension of the exercise period for Ms. Bayless’ outstanding vested options from 90 days to 180 days after her retirement. All remaining unvested equity incentives will cease vesting and be forfeited on Ms. Bayless’ retirement date. Ms. Bayless is additionally: (i) obligated to keep Synaptics information confidential; (ii) prohibited from disparaging Synaptics and its related parties; and (iii) prohibited from soliciting Synaptics’ employees and consultants for 12 months following her retirement.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit
Number

Exhibit

99.1

Press release from Synaptics Incorporated dated December 4, 2014, entitled “Synaptics Announces Retirement of CFO; Raises Second Quarter Fiscal 2015 Revenue Guidance.”

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SYNAPTICS INCORPORATED

Date: December 4, 2014

By: /s/ John McFarland

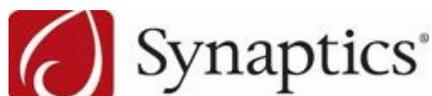
John McFarland
Senior Vice President, General Counsel, and Secretary

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Press release from Synaptics Incorporated dated December 4, 2014, entitled "Synaptics Announces Retirement of CFO; Raises Second Quarter Fiscal 2015 Revenue Guidance."



Synaptics Announces Retirement of CFO; Raises Second Quarter Fiscal 2015 Revenue Guidance

SAN JOSE, CA – December 4, 2014 - Synaptics Inc. (NASDAQ: SYNA), a leading developer of human interface solutions, today announced that Kathleen Bayless, Senior Vice President and Chief Financial Officer, intends to retire from the company in February 2015. Synaptics has engaged a leading executive search firm to conduct a national search for her successor.

“We would like to thank Kathy for more than five years of service to Synaptics, during which the company has experienced strong financial progress and growth,” said Rick Bergman, President and CEO. “She has made invaluable contributions during periods of rapid transformation and expansion and will be leaving the company in a very strong financial position.”

“As a result of our dynamic growth over the past few years, Synaptics is now a much larger company with increasing global scale. We believe we have the right vision, talent and technological innovation to continue our position as the leading human interface company. This transition provides an opportunity to find another world-class CFO to provide strong financial leadership to take us through the next phase of our growth,” concluded Mr. Bergman.

Synaptics also raised its financial outlook for the second quarter of fiscal 2015, with revenue expected to be within the range of \$440 to \$460 million, up from its prior guidance of \$415 to \$450 million.

About Synaptics Incorporated

A leading developer of human interface solutions which enhance the user experience, Synaptics provides the broadest solutions portfolio in the industry. The portfolio includes Display Driver ICs (DDICs) which drive high-performance displays for smartphones and tablets. The ClearPad® family supports touchscreen solutions for devices ranging from entry-level mobile phones to flagship premium smartphones, tablets and notebook PCs. The TouchPad™ family, including ClickPad® and ForcePad®, is integrated into the majority of today’s notebook PCs. Natural ID™ fingerprint sensor technology enables authentication, mobile payments, and touch-based navigation for smartphones, tablets, and notebook computers. Synaptics’ wide portfolio also includes ThinTouch® supporting thin and light keyboard solutions, as well as key technologies for next generation touch-enabled video and display applications. (NASDAQ: SYNA) www.synaptics.com.

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Forward-Looking Statements

This press release contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Act of 1934, as amended (the “Exchange Act”). Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business, and can be identified by the fact that they do not relate strictly to historical or current facts. Such forward-looking statements may include words such as “expect,” “anticipate,” “intend,” “believe,” “estimate,” “plan,” “target,” “strategy,” “continue,” “may,” “will,” “should,” variations of such words, or other words and terms of similar meaning. All forward-looking statements reflect our best judgment and

are based on several factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Such factors include, but are not limited to, the risks as identified in the “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business” sections of our Annual Report on Form 10-K for the fiscal year ended June 28, 2014, and other risks as identified from time to time in our Securities and Exchange Commission reports. Forward-looking statements are based on information available to us on the date hereof, and we do not have, and expressly disclaim, any obligation to publicly release any updates or any changes in our expectations, or any change in events, conditions, or circumstances on which any forward-looking statement is based. Our actual results and the timing of certain events could differ materially from the forward-looking statements. These forward-looking statements do not reflect the potential impact of any mergers, acquisitions, or other business combinations that had not been completed as of the date of this filing.

For further information, please contact:

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