

**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)

**2381 Bering Drive
San Jose, California 95131**

(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
2381 Bering Drive
(408) 434-0110**

(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	361,000 shares	\$ 6.00	\$ 2,166,000	\$ 199.27
Common Stock, par value \$.001	4,139,000 shares	\$ 5.84(2)	\$ 24,171,760(2)	\$ 2,223.80
	<hr/> 4,500,000 shares		<hr/> \$ 26,337,760	<hr/> \$ 2,423.07

- (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) 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 National Market on September 9, 2002.

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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 Statement on Form S-8 (No. 333-81820) as filed with the Securities and Exchange Commission on January 31, 2002, 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 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.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents.

Item 8. Exhibits

Exhibit Number	Description
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 (2)
23.1	Consent of Ernst & Young LLP, independent auditors
23.2	Consent of KPMG LLP, independent auditors
23.3	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 registration statement on Form S-1 (Registration No. 333-56026) as filed with the SEC on January 22, 2002 and declared effective January 28, 2002.
- (2) Incorporated by reference to the registrant's Form 10-K for the fiscal year ended June 30, 2002, as filed with the SEC on September 12, 2002.

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 San Jose, State of California on September 13, 2002.

SYNAPTICS INCORPORATED

By: /s/ Francis F. Lee

Francis F. Lee
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Francis F. Lee and Russell J. Knittel his true and lawful attorneys-in-fact, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments, including any post-effective amendments, to this registration statement, and to file the same, with exhibits thereto, and other documents to be filed in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact or their substitutes, each acting alone, 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Francis F. Lee</u> Francis F. Lee	President, Chief Executive Officer, and Director (Principal Executive Officer)	September 13, 2002
<u>/s/ Russell J. Knittel</u> Russell J. Knittel	Senior Vice President, Chief Financial Officer, Chief Administrative Officer, Secretary, and Treasurer (Principal Financial and Accounting Officer)	September 13, 2002
<u>Federico Faggin</u>	Chairman of the Board	
<u>/s/ Keith B. Geeslin</u> Keith B. Geeslin	Director	September 13, 2002
<u>/s/ Richard L. Sanquini</u> Richard L. Sanquini	Director	September 13, 2002
<u>/s/ Joshua C. Goldman</u> Joshua C. Goldman	Director	September 13, 2002
<u>/s/ W. Ronald Van Dell</u> W. Ronald Van Dell	Director	September 13, 2002

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[LETTERHEAD OF GREENBERG TRAURIG, LLP]

September 13, 2002

Synaptics Incorporated
2381 Bering Drive
San Jose, California 95131

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 13, 2002, 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 January 7, 2002;
- 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 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.

Synaptics Incorporated
September 13, 2002
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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 ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2001 Incentive Compensation Plan of Synaptics Incorporated of our report dated July 26, 2002, except for Note 13, as to which the date is August 14, 2002, with respect to the consolidated financial statements and schedule of Synaptics Incorporated included in its Annual Report (Form 10-K) for the year ended June 30, 2002, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
September 11, 2002

CONSENT OF KPMG LLP, INDEPENDENT AUDITORS

The Board of Directors
Foveon, Inc.:

We consent to incorporation herein by reference in this Registration Statement on Form S-8 relating to the Amended and Restated 2001 Incentive Compensation Plan of Synaptics Incorporated of our report dated August 31, 2000 on the statements of operations, convertible preferred stock and shareholders' deficit, and cash flows of Foveon, Inc. (a development stage enterprise) for the year ended July 1, 2000, which report appears in the Synaptics Incorporated Form 10-K as filed with the Securities and Exchange Commission on September 12, 2002.

/s/ KPMG LLP

Mountain View, California
September 12, 2002