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

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**FORM 8-K**

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

**April 27, 2017  
Date of Report (Date of earliest event reported)**

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**SYNAPTICS INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

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**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)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.02. Results of Operations and Financial Condition.**

The Company 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 April 27, 2017 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 the Company.

The Company does not have, and expressly disclaims, any obligation to release publicly any updates or any changes in the Company’s 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 the Company’s website located at [www.synaptics.com](http://www.synaptics.com), although the Company reserves the right to discontinue that availability at any time.

**Item 9.01. Financial Statements and Exhibits.**

- (a) *Financial Statements of Business Acquired.*  
Not applicable.
- (b) *Pro Forma Financial Information.*  
Not applicable.
- (c) *Shell Company Transactions.*  
Not applicable.
- (d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
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99.1	Press release from Synaptics Incorporated, dated April 27, 2017, titled “Synaptics Reports Results for Third Quarter Fiscal 2017”
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**SIGNATURES**

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

SYNAPTICS INCORPORATED

Date: April 27, 2017

By: /s/ Wajid Ali

Wajid Ali  
Senior Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release from Synaptics Incorporated, dated April 27, 2017, titled "Synaptics Reports Results for Third Quarter Fiscal 2017"



### Synaptics Reports Results for Third Quarter Fiscal 2017

- Revenue of \$444.2 million
- GAAP net income per diluted share of \$0.13
- Non-GAAP net income per diluted share of \$1.27
- Continued double digit growth from TDDI; solid progress across OLED DDIC and in-display fingerprint roadmaps

**San Jose, CA – April 27, 2017** – Synaptics Incorporated (NASDAQ: SYNA), the leading developer of human interface solutions, today reported financial results for its third fiscal quarter ended March 31, 2017.

Net revenue for the third quarter of fiscal 2017 increased 10 percent from the comparable quarter last year and declined 4 percent sequentially to \$444.2 million. GAAP net income for the third quarter of fiscal 2017 decreased \$16.0 million from the prior year period and decreased \$18.3 million sequentially to \$4.5 million, or \$0.13 per diluted share.

Non-GAAP net income for the third quarter of fiscal 2017 decreased \$1.1 million from the comparable quarter last year and decreased \$8.5 million sequentially to \$44.9 million. Non-GAAP net income per diluted share for the third quarter of fiscal 2017 was \$1.27, an increase of 5 percent from the comparable quarter last year and a decrease of 15 percent sequentially. (See below under the heading “Use of Non-GAAP Financial Information” and the attached table for a description and a reconciliation of GAAP to non-GAAP financial measures.)

“We are pleased to report strong performance in the third fiscal quarter,” stated Rick Bergman, President and CEO. “We continue to execute well, and our roadmap supporting our key TDDI, fingerprint and OLED growth drivers remains on track. This includes solid progress across our in-display fingerprint and OLED DDIC opportunities. Based on our current fiscal fourth quarter outlook, we now expect to deliver modest top-line growth for the year, with revenue on the order of \$1.7 billion.”

#### Third Quarter 2017 Business Metrics

- Revenue mix from mobile and PC products was approximately 88 percent and 12 percent respectively. Fingerprint products have been classified according to type of device.



- Revenue from mobile products of \$391.0 million was down 2 percent sequentially and up 10 percent year-over-year. Mobile products revenue includes all touchscreen, display driver, and applicable fingerprint products.
- Revenue from PC products totaled \$53.2 million, a sequential decline of 17 percent and an increase of 10 percent year-over-year, and includes applicable fingerprint products.

Wajid Ali, CFO, added, "Considering our backlog of \$291 million entering the June quarter, subsequent bookings, customer forecasts and product sell-in and sell-through timing patterns, and the resulting expected product mix, we anticipate revenue for the fourth quarter of fiscal 2017 to be in the range of \$410 to \$450 million. We expect the revenue mix from mobile and PC products to be approximately 87 percent and 13 percent, respectively."

Cash at March 31, 2017 was \$329 million. In the third quarter of fiscal 2017, the company generated \$52 million from operations and used \$63 million to repurchase approximately 1.1 million shares of its common stock.

#### **Earnings Call Information**

The Synaptics third quarter fiscal 2017 teleconference and webcast is scheduled to begin at 2:00 p.m. PT (5:00 p.m. ET), on Thursday, April 27, 2017, during which the company will provide forward-looking information. To participate on the live call, analysts and investors should dial 877-545-1403 (conference ID: 3791047) at least ten minutes prior to the call. Synaptics will also offer a live and archived webcast of the conference call, accessible from the "Investor Relations" section of the company's Website at [www.synaptics.com](http://www.synaptics.com).

#### **About Synaptics Incorporated**

Synaptics is the pioneer and leader of the human interface revolution, bringing innovative and intuitive user experiences to intelligent devices. Synaptics' broad portfolio of touch, display, and biometrics products is built on the company's rich R&D, extensive IP and dependable supply chain capabilities. With solutions designed for mobile, PC and automotive industries, Synaptics combines ease of use, functionality and aesthetics to enable products that help make our digital lives more productive, secure and enjoyable. (NASDAQ: SYNA) [www.synaptics.com](http://www.synaptics.com).

Join Synaptics on [Twitter](#), [LinkedIn](#), and [Facebook](#), or visit [www.synaptics.com](http://www.synaptics.com).

#### **Use of Non-GAAP Financial Information**

In evaluating its business, Synaptics considers and uses Non-GAAP Net Income, which we define as net income excluding share-based compensation, acquisition related costs,



and certain other non-cash or recurring and non-recurring items the company doesn't believe are indicative of its core operating performance as a supplemental measure of operating performance. Non-GAAP Net Income is not a measurement of the company's financial performance under GAAP and should not be considered as an alternative to GAAP net income. The company presents Non-GAAP Net Income because it considers it an important supplemental measure of its performance since it facilitates operating performance comparisons from period to period by eliminating potential differences in net income caused by the existence and timing of share-based compensation charges, acquisition related costs, and certain other non-cash or recurring and non-recurring items. Non-GAAP Net Income has limitations as an analytical tool and should not be considered in isolation or as a substitute for the company's GAAP net income. The principal limitations of this measure are that it does not reflect the company's actual expenses and may thus have the effect of inflating its net income and net income per share as compared to its operating results reported under GAAP.

As presented in the "Reconciliation of GAAP Financial Measures to Non-GAAP Financial Measures" tables that follow, each of the non-GAAP financial measures excludes one or more of the following items:

*Acquisition related costs.*

Acquisition related costs primarily consist of:

- amortization of purchased intangibles, which includes acquired intangibles such as developed technology, customer relationships, backlog, licensed technology, patents, and in-process technology when post-acquisition development is determined to be substantively complete,
- changes in contingent consideration,
- inventory adjustments affecting the carrying value of inventory acquired in an acquisition, and
- legal and consulting costs associated with acquisitions that have been announced and are expected to close or have closed, including non-recurring post-acquisition services.

These acquisition related costs are not factored into the company's evaluation of its ongoing business operating performance or potential acquisitions, as they are not considered as part of the company's principal operations. Further, the amount of these costs can vary significantly from period to period based on the terms of an earn-out arrangement, revisions to assumptions that went into developing the estimate of the contingent consideration associated with an earn-out arrangement, the size and timing of an acquisition, the lives assigned to the acquired intangible assets, and the maturity of the



business acquired. Excluding acquisition related costs from non-GAAP measures provides investors with a basis to compare Synaptics against the performance of other companies without the variability and potential earnings volatility associated with purchase accounting and acquisition related items.

*Share-based compensation.*

Share-based compensation expense relates to employee equity award programs and the vesting of the underlying awards, which includes stock options, deferred stock units, market stock units and the employee stock purchase plan. Share-based compensation is a non-cash expense that varies in amount from period to period and is dependent on market forces that are often beyond the company's control. As a result, the company excludes this item from its internal operating forecasts and models. The company believes that non-GAAP measures reflecting adjustments for share-based compensation provide investors with a basis to compare the company's principal operating performance against the performance of peer companies without the variability created by share-based compensation resulting from the variety of equity awards used by other companies and the varying methodologies and assumptions used.

*Restructuring costs.*

Restructuring costs consist primarily of employee severance and office closure costs. These costs are generally infrequent, cash-based, and designed to address cost structure inefficiencies. As a result, the company excludes restructuring costs from its internal operating forecasts and models when evaluating its ongoing business performance. The company believes that non-GAAP measures reflecting adjustments for restructuring costs provide investors with a basis to compare the company's principal operating performance against the performance of other companies without the variability created by infrequent restructuring costs designed to address cost structure inefficiencies in its business.

*Other non-cash items, net.*

Other non-cash items, net includes non-cash amortization of debt issuance costs and the gain on redemption or the accretion of interest income on certain of the company's investments in auction rate securities, in which the cost basis was previously written down in value. These items are excluded from non-GAAP results as either the previous write-down was excluded from non-GAAP results or the item is non-cash. Excluding other non-cash items, net from non-GAAP measures provides investors with a basis to compare Synaptics against the performance of other companies without the variability associated with other non-cash items, net.





*Litigation settlement charge.*

Litigation settlement charge represents our estimated or actual cost of settling material litigation claims that are unusual or infrequent. As a result, the company will exclude litigation settlement charge from its internal operating forecasts and models when evaluating its ongoing business performance. The company believes that non-GAAP measures reflecting an adjustment for litigation settlement charge provide investors with a basis to compare the company's principal operating performance against the performance of other companies without the variability created by an infrequent litigation settlement charge designed to address non-recurring or non-routine costs.

*Non-GAAP tax adjustments.*

The company forecasts its long-term non-GAAP tax rate in order to provide investors with improved long-term modeling accuracy and consistency across financial reporting periods by eliminating the effects of certain items in our Non-GAAP net income and Non-GAAP net income per share, including the type and amount of deductible stock options, delivery of shares under deferred stock unit awards and market stock unit awards, the taxation of post-acquisition intercompany intellectual property cross-licensing or transfer transactions, and the impact of other acquisition items that may or may not be tax deductible. The company intends to evaluate its long-term non-GAAP tax rate annually for significant events, including material tax law changes in the major tax jurisdictions in which the company operates, corporate organizational changes related to acquisitions or tax planning opportunities, and substantive changes in our geographic earnings mix.

**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, and the Securities Exchange Act of 1934, as amended. 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 25, 2016, 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 release.

**For more information contact:**

Jennifer Jarman

The Blueshirt Group

415-217-5866

[jennifer@blueshirtgroup.com](mailto:jennifer@blueshirtgroup.com)

SYNAPTICS INCORPORATED  
CONSOLIDATED BALANCE SHEETS  
(In millions except share data)  
(Unaudited)

	March 31, 2017	June 30, 2016
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 329.1	\$ 352.2
Accounts receivables, net of allowances of \$4.0 and \$3.7, respectively	246.6	252.6
Inventories	157.0	146.4
Prepaid expenses and other current assets	61.7	28.9
<b>Total current assets</b>	<b>794.4</b>	<b>780.1</b>
Property and equipment at cost, net	113.2	112.7
Goodwill	206.8	206.8
Purchased intangibles, net	115.1	160.3
Non-current other assets	39.2	40.3
<b>Total assets</b>	<b>\$1,268.7</b>	<b>\$1,300.2</b>
<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 172.5	\$ 172.8
Accrued compensation	29.1	39.9
Income taxes payable	14.7	11.5
Acquisition-related liabilities	14.5	25.5
Other accrued liabilities	102.7	82.3
Current portion of long-term debt	15.0	18.8
<b>Total current liabilities</b>	<b>348.5</b>	<b>350.8</b>
Long-term debt	206.2	216.7
Non-current portion of acquisition-related liabilities	—	6.2
Deferred tax liabilities	0.9	9.0
Other long-term liabilities	14.0	12.5
<b>Total liabilities</b>	<b>569.6</b>	<b>595.2</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity:</b>		
Preferred stock;		
\$.001 par value; 10,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock;		
\$.001 par value; 120,000,000 shares authorized; 60,245,389 and 59,532,148 shares issued, and 34,303,913 and 35,212,141 shares outstanding, respectively	0.1	0.1
Additional paid in capital	981.5	928.6
Less: 25,941,476 and 24,320,007 treasury shares, respectively, at cost	(980.3)	(892.3)
Accumulated other comprehensive income	1.5	3.3
Retained earnings	696.3	665.3
<b>Total stockholders' equity</b>	<b>699.1</b>	<b>705.0</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$1,268.7</b>	<b>\$1,300.2</b>

SYNAPTICS INCORPORATED  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(In millions except per share data)  
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2017	2016	2017	2016
Net revenue	\$444.2	\$402.5	\$1,291.7	\$1,343.0
Acquisition related costs (1)	11.7	13.0	35.9	41.6
Cost of revenue	297.8	245.1	859.0	828.0
Gross margin	134.7	144.4	396.8	473.4
Operating expenses				
Research and development	71.6	73.9	218.5	233.0
Selling, general, and administrative	38.1	43.6	105.0	124.8
Acquisition related costs, net (2)	2.4	5.8	9.3	13.5
Restructuring costs (3)	0.3	—	7.3	1.9
Litigation settlement charge	10.0	—	10.0	—
Total operating expenses	122.4	123.3	350.1	373.2
Operating income	12.3	21.1	46.7	100.2
Interest and other income/(expense), net	(1.5)	0.8	(1.8)	(0.8)
Income before provision for income taxes	10.8	21.9	44.9	99.4
Provision for income taxes	6.3	1.4	13.9	20.1
Net income	<u>\$ 4.5</u>	<u>\$ 20.5</u>	<u>\$ 31.0</u>	<u>\$ 79.3</u>
Net income per share:				
Basic	<u>\$ 0.13</u>	<u>\$ 0.56</u>	<u>\$ 0.89</u>	<u>\$ 2.16</u>
Diluted	<u>\$ 0.13</u>	<u>\$ 0.54</u>	<u>\$ 0.87</u>	<u>\$ 2.09</u>
Shares used in computing net income per share:				
Basic	<u>34.8</u>	<u>36.8</u>	<u>34.9</u>	<u>36.7</u>
Diluted	<u>35.4</u>	<u>37.9</u>	<u>35.7</u>	<u>38.0</u>

- (1) These acquisition related costs consist primarily of amortization of acquired intangible assets associated with acquisitions.
- (2) These acquisition related costs, net consist primarily of changes in contingent consideration and amortization associated with certain acquired intangible assets.
- (3) Restructuring costs primarily include severance costs and facility consolidation costs associated with operational restructurings.

SYNAPTICS INCORPORATED  
Reconciliation of GAAP Financial Measures to Non-GAAP Financial Measures  
(In millions except per share data)  
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2017	2016	2017	2016
GAAP gross margin	\$ 134.7	\$ 144.4	\$396.8	\$473.4
Acquisition related costs	11.7	13.0	35.9	41.6
Share-based compensation	0.6	0.5	1.7	1.3
Non-GAAP gross margin	<u>\$ 147.0</u>	<u>\$ 157.9</u>	<u>\$434.4</u>	<u>\$516.3</u>
GAAP gross margin - percentage of revenue	30.3%	35.9%	30.7%	35.2%
Acquisition related costs - percentage of revenue	2.5%	3.2%	2.7%	3.1%
Share-based compensation - percentage of revenue	0.1%	0.1%	0.1%	0.1%
Non-GAAP gross margin - percentage of revenue	<u>33.1%</u>	<u>39.2%</u>	<u>33.6%</u>	<u>38.4%</u>
GAAP research and development expense	\$ 71.6	\$ 73.9	\$218.5	\$233.0
Share-based compensation	(8.7)	(8.1)	(25.0)	(22.1)
Non-GAAP research and development expense	<u>\$ 62.9</u>	<u>\$ 65.8</u>	<u>\$193.5</u>	<u>\$210.9</u>
GAAP selling, general, and administrative expense	\$ 38.1	\$ 43.6	\$105.0	\$124.8
Share-based compensation	(6.8)	(6.4)	(19.6)	(17.5)
Non-GAAP selling, general, and administrative expense	<u>\$ 31.3</u>	<u>\$ 37.2</u>	<u>\$ 85.4</u>	<u>\$107.3</u>
GAAP operating income	\$ 12.3	\$ 21.1	\$ 46.7	\$100.2
Acquisition related costs	14.1	18.8	45.2	55.1
Share-based compensation	16.1	15.0	46.3	40.9
Restructuring costs	0.3	—	7.3	1.9
Litigation settlement charge	10.0	—	10.0	—
Non-GAAP operating income	<u>\$ 52.8</u>	<u>\$ 54.9</u>	<u>\$155.5</u>	<u>\$198.1</u>
GAAP net income	\$ 4.5	\$ 20.5	\$ 31.0	\$ 79.3
Acquisition related costs	14.1	18.8	45.2	55.1
Share-based compensation	16.1	15.0	46.3	40.9
Restructuring costs	0.3	—	7.3	1.9
Litigation settlement charge	10.0	—	10.0	—
Other non-cash items, net	0.3	(0.3)	(1.4)	(0.7)
Non-GAAP tax adjustments	(0.4)	(8.0)	(5.9)	(13.3)
Non-GAAP net income	<u>\$ 44.9</u>	<u>\$ 46.0</u>	<u>\$132.5</u>	<u>\$163.2</u>
GAAP net income per share - diluted	\$ 0.13	\$ 0.54	\$ 0.87	\$ 2.09
Acquisition related costs	0.40	0.49	1.27	1.44
Share-based compensation	0.46	0.40	1.30	1.08
Restructuring costs	0.01	—	0.20	(0.02)
Litigation settlement charge	0.28	—	0.28	—
Other non-cash items, net	—	(0.01)	(0.04)	0.05
Non-GAAP tax adjustments	(0.01)	(0.21)	(0.17)	(0.35)
Non-GAAP net income per share - diluted	<u>\$ 1.27</u>	<u>\$ 1.21</u>	<u>\$ 3.71</u>	<u>\$ 4.29</u>

SYNAPTICS INCORPORATED  
CONDENSED CONSOLIDATED CASH FLOWS  
(In millions)  
(Unaudited)

	Nine Months Ended March 31,	
	2017	2016
Net Income	\$ 31.0	\$ 79.3
Non-cash operating items	103.4	111.1
Changes in working capital	(29.9)	(47.0)
Provided by operations	<u>104.5</u>	<u>143.4</u>
Purchase of intangible assets	—	(4.6)
Fixed asset & intangible asset purchases	(26.1)	(19.7)
Proceeds from sales and maturities of investments	7.5	0.6
Investment in direct financing lease	(15.8)	—
Used in investing	<u>(34.4)</u>	<u>(23.7)</u>
Treasury shares purchased	(88.0)	(125.0)
Equity compensation, net	10.8	15.1
Debt related, net	(15.0)	(7.9)
Used in financing	<u>(92.2)</u>	<u>(117.8)</u>
Effect of exchange rate changes on cash and cash equivalents	(1.0)	4.3
Net change in cash and cash equivalents	<u>(23.1)</u>	<u>6.2</u>
Cash and cash equivalents at beginning of period	<u>352.2</u>	<u>399.9</u>
Cash and cash equivalents at end of period	<u>\$ 329.1</u>	<u>\$ 406.1</u>
Cash paid for taxes	<u>\$ 21.6</u>	<u>\$ 45.7</u>
Cash refund on taxes	<u>\$ 10.1</u>	<u>\$ 10.8</u>