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

June 20, 2017
Date of Report (Date of earliest event reported)

SYNAPTICS INCORPORATED
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	**000-49602**	**77-0118518**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(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))

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. ☐

Item 7.01. Regulation FD Disclosure.

Synaptics Incorporated (the "Company") is disclosing under Item 7.01 of this Current Report on Form 8-K the information contained in Exhibit 99.1, which information is incorporated by reference herein. The information contained in Exhibit 99.1 is an excerpt derived from a preliminary confidential offering memorandum that is being disseminated solely to qualified institutional buyers in connection with the Company's offering of up to $500 million aggregate principal amount of convertible senior notes due 2022 (the "Notes") pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act").

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the offered securities, nor shall there be any sales of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Exchange Act or the Securities Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On June 20, 2017, the Company announced that it intends to offer and sell, subject to market and other conditions, the Notes in a private placement transaction pursuant to Rule 144A under the Securities Act. The Company expects to use the net proceeds from the sale of the Notes to: (i) pay off approximately $123.8 million outstanding under, and terminate, its term loan facility, (ii) repurchase up to $100.0 million aggregate amount of shares of its common stock pursuant to its previously authorized common stock repurchase program, and (iii) together with available cash and borrowings under its revolving credit facility, fund the cash portion of its previously announced pending acquisitions of Conexant Systems, LLC, a technology leader in audio and voice processing solutions for the smart home (the "Conexant Acquisition"), and the assets of Multimedia Solutions Business of Marvell Technology Group (NASDAQ: MRVL), a leader in the advanced media (video and audio) processing technology for the smart home (the "Marvell Business Acquisition," and together with the Conexant Acquisition, the "Pending Acquisitions"). As previously announced, the Pending Acquisitions are expected to close in the third calendar quarter of 2017, subject to customary closing conditions, including regulatory clearance with respect to the Conexant Acquisition. Pending the allocation of the net proceeds of the Notes to finance the cash portion of the consideration for the Pending Acquisitions, the net proceeds may be invested in overnight or other short-term financial instruments.

The offering is not conditioned upon the completion of either of the Pending Acquisitions, which, if completed, will occur subsequent to the closing of the offering. If one or both of the Pending Acquisitions do not close, the remaining balance of the net proceeds from the offering will be used for working capital and general corporate purposes, including to repay amounts outstanding under the Company's revolving credit facility.

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements thereunder. Pursuant to Rule 135C of the Securities Act, the Company is filing herewith as Exhibit 99.2 the press release dated June 20, 2017.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
99.1	Excerpt derived from the Preliminary Confidential Offering Memorandum, dated June 20, 2017.
99.2	Press Release dated June 20, 2017, announcing the proposed offering of the Notes.

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: June 20, 2017

By: */s/ John McFarland*
John McFarland
Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

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Exhibit 99.1

Recent Developments

Pending Acquisitions

Conexant. On June 11, 2017, we entered into a definitive agreement to acquire Conexant, a technology leader in audio and voice processing solutions for the smart home. We believe voice is one of the most exciting and fastest growing human interface modalities, and Conexant is a leading far-field voice solutions provider. Conexant's solutions have been deployed in voice activated devices in the smart home, such as digital personal assistants and other home electronics. Under the terms of the agreement, total consideration for the Conexant Acquisition is approximately (i) $300 million in cash, subject to post-closing adjustments for working capital (and assuming a cash-free, debt-free transaction) and (ii) 726,666 shares of our common stock (the "Stock Consideration"). The Stock Consideration will be issued at the closing of the Conexant Acquisition in a private placement pursuant to Section 4(a)(2) of the Securities Act. Concurrently with the closing of the Conexant Acquisition, we intend to file a shelf registration statement on Form S-3 with the SEC providing for the registered resale of the Stock Consideration. Closing of the Conexant Acquisition is expected to occur in the first quarter of our fiscal year 2018, subject to customary closing conditions, including obtaining regulatory clearance.

Marvell Multimedia Solutions Business. On June 11, 2017, we entered into a definitive agreement to acquire the assets of the Marvell Multimedia Solutions Business, a leading provider of advanced processing technology for video and audio applications, also for the smart home. We believe the acquisition of the Marvell Multimedia Solutions Business combines sophisticated video and audio processing solutions with an extensive IP portfolio that capitalizes on consumers' paradigm shift to on-demand immersive media consumption. Under the terms of the agreement, total consideration for the Marvell Business Acquisition will consist of $95 million in cash. The Marvell Business Acquisition is expected to close in the first quarter of our fiscal year 2018, subject to customary closing conditions.

Based on preliminary financial information provided to us by the respective sellers in connection with our due diligence:

- for the fiscal year ended September 30, 2016, Conexant's net revenue, gross margin and non-GAAP EBITDA were approximately $104 million, 62% and $17.2 million, respectively; and
- for the fiscal year ended January 28, 2017, net revenue for the Marvell Multimedia Solutions Business was approximately $94.1 million.

The preliminary financial information above represents our good faith estimates based solely upon information provided to us by the respective sellers as of the date hereof in connection with our diligence for the Pending Acquisitions. This financial information is preliminary and is not a comprehensive statement of financial results for Conexant or the Marvell Multimedia Solutions Business (collectively, the "Target Businesses") for the periods referred to above. Upon completion of the Pending Acquisitions, in connection with our acquisition accounting and the application of other control procedures, we may determine that actual results of the Target Businesses differ from the preliminary financial information presented above. Non-GAAP EBITDA, which reflects earnings before interest, taxes and depreciation and amortization, is a non-GAAP financial measure and may not be comparable to similarly titled measures used by other companies. This preliminary financial information presented above should not be considered a substitute for full financial statements prepared in accordance with GAAP. Our independent registered public accounting firm, KMPG LLP, has not reviewed, compiled or performed any procedures on the preliminary financial information presented above. Accordingly, KPMG LLP does not express an opinion or any other form of assurance with respect to the preliminary financial information presented above. Therefore, you should not place undue reliance upon this information.

Acquisition Strategy

We believe the Pending Acquisitions will provide the broadest portfolio of human interface solutions in the industry and accelerate the execution of our consumer IoT strategy, driving our next phase of growth. The Pending Acquisitions are part of our long term strategy to extend our human interface leadership into the consumer IoT era. We believe the Pending Acquisitions will add revenue, strong margins, new tier-one customers and an increasingly diverse customer base, impressive global talent, and a deep portfolio of intellectual property. We believe adding audio, voice, and video processing solutions to our portfolio is a natural progression that blends into our innovative technology product mix.

We expect to use a portion of the net proceeds from this offering of notes, together with available cash and borrowings under our revolving credit facility, to fund the cash portion of the consideration for the Pending Acquisitions, which are expected to occur in the first quarter of our fiscal year 2018. The balance of the consideration for the Conexant Acquisition will be funded with our common stock. There can be no assurances that either or both of the Pending Acquisitions will be consummated or that the expected benefits of either or both of such Pending Acquisitions will be realized. The Pending Acquisitions are not conditioned on each other, and the closing of this offering is not conditioned on, nor is it a condition to, the consummation of either of the Pending Acquisitions. If either or both of the Pending Acquisitions are delayed, not consummated or consummated in a manner different than described herein, the price of our common stock may decline. In addition, if either or both of the Pending Acquisitions are not consummated, our management will have broad discretion in the application of the net proceeds of this offering. Accordingly, if you decide to purchase the notes in this offering, you should be willing to do so whether or not we complete either or both of the Pending Acquisitions.

SUMMARY HISTORICAL FINANCIAL DATA OF SYNAPTICS

The following table sets forth the summary historical financial data of Synaptics. The fiscal years presented in this offering memorandum were the 52-week periods ended June 25, 2016, June 27, 2015 and June 28, 2014 and the interim fiscal periods presented were 39-week periods for the nine months ended March 25, 2017 and March 26, 2016, respectively. The summary historical consolidated financial data as of June 25, 2016 and June 27, 2015 and for the fiscal years ended June 25, 2016, June 27, 2015 and June 28, 2014 have been derived from Synaptics' audited consolidated financial statements incorporated by reference in this offering memorandum. The summary historical consolidated financial data as of June 28, 2014 has been derived from Synaptics' audited consolidated financial statements for such year, which are not included or incorporated by reference herein. We have derived the summary historical consolidated financial data as of March 25, 2017 and for the nine months ended March 25, 2017 and March 26, 2016 from the unaudited condensed consolidated financial statements of Synaptics for such periods incorporated by reference into this offering memorandum, which contain all adjustments, consisting of normal recurring adjustments, that management considered necessary for a fair presentation of our financial position and results of operations for the periods presented. Operating results for the nine month periods are not necessarily indicative of results for a full fiscal year, or any other periods. The audited consolidated financial statements as of June 25, 2016 and June 27, 2015 and for the fiscal years ended June 25, 2016, June 27, 2015 and June 28, 2014 and the unaudited interim condensed consolidated financial statements as of March 25, 2017 and for the nine months ended March 25, 2017 and March 26, 2016 of Synaptics are incorporated by reference in this offering memorandum.

This summary historical financial data of Synaptics is qualified in its entirety by reference to, and should be read in conjunction with, the information contained in "Capitalization" included herein, and "Management's Discussion and Analysis of Financial Condition and Results of Operations", the audited consolidated financial statements of Synaptics for the fiscal years ended June 25, 2016, June 27, 2015 and June 28, 2014 and the unaudited interim condensed consolidated financial statements of Synaptics for the nine months ended March 25, 2017 and March 26, 2016, in each case incorporated by reference in this offering memorandum.

This offering memorandum does not include any historical financial statements of Conexant or the Marvell Multimedia Solutions Business or any pro forma information related to our proposed acquisition of Conexant or the Marvell Multimedia Solutions Business. See "Summary—Recent Developments".

	Nine months ended March 25, 2017	Nine months ended March 26, 2016	Fiscal year ended June 25, 2016	Fiscal year ended June 27, 2015	Fiscal year ended June 28, 2014
	(Unaudited)	(Unaudited)			
	(Dollars in millions except per share data)				
Statements of Consolidated Income					
Net revenue	$ 1,291.7	$ 1,343.0	$ 1,666.9	$ 1,703.0	$ 947.5
Cost of revenue	894.9	869.6	1,085.4	1,124.3	511.4
Gross margin	396.8	473.4	581.5	578.7	436.1
Operating expenses					
Research and development	218.5	233.0	311.2	293.2	192.7
Selling, general, and administrative	105.0	124.8	161.7	127.9	100.0
Acquired intangibles amortization	9.3	14.0	18.6	14.2	1.0
Change in contingent consideration	—	—	(0.5)	(18.8)	69.9
Restructuring costs	7.3	1.9	8.6	—	—
Litigation settlement charge	10.0	—	—	—	—
Total operating expenses	350.1	373.2	506.3	416.5	363.6
Operating income	46.7	100.2	75.2	162.2	72.5

	Nine months ended March 25, 2017 (Unaudited)	Nine months ended March 26, 2016 (Unaudited)	Fiscal year ended June 25, 2016	Fiscal year ended June 27, 2015	Fiscal year ended June 28, 2014
	(Dollars in millions except per share data)				
Interest and other income/(expense), net	(1.8)	(0.8)	0.4	(2.0)	2.0
Income before provision for income taxes	44.9	99.4	75.6	160.2	74.5
Provision for income taxes	13.9	20.1	3.4	49.8	27.8
Net income	$ 31.0	$ 79.3	$ 72.2	$ 110.4	$ 46.7
Net income per share					
Basic	$ 0.89	$ 2.16	$ 1.97	$ 2.99	$ 1.34
Diluted	$ 0.87	$ 2.09	$ 1.91	$ 2.84	$ 1.26
Shares used in computing net income per share					
Basic	34.9	36.7	36.6	36.9	34.8
Diluted	35.7	38.0	37.9	38.9	37.1

	Nine months ended March 25, 2017 (Unaudited)	Fiscal year ended June 25, 2016	Fiscal year ended June 27, 2015	Fiscal year ended June 28, 2014
	(Dollars in millions)			
Other Financial Data				
Cash provided by (used in)				
Operating activities	$ 104.5	$ 256.6	$ 204.1	$ 131.6
Investing activities	(34.4)	1,300.2	1,519.4	1,020.3
Financing activities	92.2	352.2	399.9	447.2
Research and development	218.5	311.2	293.2	192.7
EBITDA(1)	163.2	236.2	318.7	127.0

	As of March 25, 2017 (Unaudited)	As of June 25, 2016	As of June 27, 2015	As of June 28, 2014
	(Dollars in millions)			
Balance Sheet Data				
Cash, and cash equivalents	$ 329.1	$ 352.2	$ 399.9	$ 447.2
Total assets	794.4	1,300.2	1,519.4	1,020.3
Long-term debt	206.2	216.7	231.1	—
Total shareholders' equity	669.1	705.0	793.1	701.2

(1) EBITDA is a non-GAAP financial measure. This measure should not be viewed as an alternative to GAAP measures of performance. The presentation of EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

We define EBITDA as earnings before net interest expense, income tax expense, depreciation and amortization. We believe EBITDA provides useful information to investors about the financial performance of the Company's ongoing business. EBITDA is used by management in its financial and operational decision-making and evaluation of overall operating performance. This non-GAAP financial measure may be different from similarly titled measures used by other companies. The presentation of EBITDA, which is not prepared under any comprehensive set of accounting rules or principles, is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP.

EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations include:

- it does not reflect interest expense or the cash requirements necessary to service interest or principal payments on our outstanding debt;
- it does not reflect payments made or future requirements for income taxes; and
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and EBITDA does not reflect cash requirements for such replacements.

The following table provides a reconciliation of Net income, which we believe is the most closely comparable U.S. GAAP financial measure, to EBITDA:

	Nine months ended March 25, 2017	Fiscal year ended June 25, 2016	Fiscal year ended June 27, 2015	Fiscal year ended June 28, 2014
	(Dollars in millions)			
Net income	$ 31.0	$ 72.2	$ 110.4	$ 46.7
Interest expense	5.1	4.8	3.8	—
Provision for income taxes	13.9	3.4	49.8	27.8
Depreciation and amortization expense	25.0	31.2	24.8	14.2
Acquired intangibles amortization	45.2	73.0	87.6	7.4
EBITDA	120.2	184.6	276.4	96.1

Synaptics Incorporated Announces Offering of $450 Million in Convertible Senior Notes Due 2022

SAN JOSE, Calif., June 20, 2017 (GLOBE NEWSWIRE) — Synaptics Incorporated (NASDAQ: SYNA) (the “Company”), the leading developer of human interface solutions, today announced that it intends to offer, subject to market and other conditions, $450 million aggregate principal amount of Convertible Senior Notes due 2022 (the “Notes”) in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). In addition, the Company expects to grant the initial purchasers for the offering an option to purchase up to an additional $50 million aggregate principal amount of Notes.

The Notes will be senior unsecured obligations of the Company and will be convertible into, subject to various conditions, cash, shares of the Company’s common stock or a combination of cash and shares of the Company’s common stock, at the Company’s election. The Company will have the option to redeem all or any portion of the Notes on or after June 20, 2020, if certain conditions (including that the Company’s common stock is trading at or above a specified level) are met, at a redemption price equal to 100 percent of the principal amount plus accrued and unpaid interest to, but excluding, the redemption date.

The Company expects to use the net proceeds from the sale of the Notes to: (i) pay off approximately $123.8 million outstanding under, and terminate, its term loan facility, (ii) repurchase up to $100.0 million aggregate amount of shares of its common stock pursuant to its previously authorized common stock repurchase program as described below, and (iii) together with available cash and borrowings under its revolving credit facility, fund the cash portion of its previously announced pending acquisitions of Conexant Systems, LLC, a technology leader in audio and voice processing solutions for the smart home (the “Conexant Acquisition”), and the Multimedia Solutions Business of Marvell Technology Group, a leader in the advanced media (video and audio) processing technology for the smart home (the “Marvell Business Acquisition,” and together with the Conexant Acquisition, the “Pending Acquisitions”). As previously announced, the Pending Acquisitions are expected to close in the third calendar quarter of 2017, subject to customary closing conditions, including regulatory clearance with respect to the Conexant Acquisition. Pending the allocation of the net proceeds of the Notes to finance the cash portion of the consideration for the Pending Acquisitions, the net proceeds may be invested in overnight or other short-term financial instruments.

The offering is not conditioned upon the completion of either of the Pending Acquisitions, which, if completed, will occur subsequent to the closing of the offering. If one or both of the Pending Acquisitions do not close, the remaining balance of the net proceeds from the offering will be used for working capital and general corporate purposes, including to repay amounts outstanding under the Company’s revolving credit facility.

The repurchase of shares of the Company's common stock would occur prior to or concurrently with the pricing of the offering on the market or in privately negotiated transactions effected with or through one of the initial purchasers or its affiliate. With respect to repurchases of the Company's common stock effected prior to the pricing of the offering, the Company expects the purchase price per share to equal the prevailing market price of the Company's common stock at the time of such repurchase. With respect to repurchases of the Company's common stock effected concurrently with the pricing of the offering, the Company expects to repurchase such shares from purchasers of Notes in the offering at a purchase price per share equal to the closing price per share of the Company's common stock on the date of the pricing of the offering. These repurchases could increase, or prevent a decrease in, the market price of the Company's common stock prior to or concurrently with the pricing of the Notes, and could result in a higher effective conversion price for the Notes.

The exact timing and terms of the offering will depend on market conditions and other factors. Neither the Notes nor any shares of the Company's common stock issuable upon conversion of the Notes have been or are expected to be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

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)

Forward-Looking Statements:

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements, including, without limitation, statements about the Company's expected use of proceeds, relate to Synaptics Incorporated's current expectations, beliefs, projections and similar expressions concerning matters that are not historical facts and are not guarantees of future performance. Forward-looking statements involve uncertainties, risks, assumptions and contingencies, many of which are outside Synaptics Incorporated's control that may cause actual results to differ materially from those described in or implied by any forward-looking statements. All forward-looking statements are based on currently available *information and speak only as of the date on which they are made. Synaptics Incorporated assumes no obligation to update any forward-looking statement made in this press release that becomes untrue because of subsequent events, new information or otherwise, except to the extent it is required to do so in connection with its ongoing requirements under Federal securities laws. For a further discussion of factors that could cause Synaptics Incorporated's future results to differ materially from any forward-looking statements, see the section entitled "Risk Factors" in Synaptics Incorporated's Annual Report on Form 10-K for the year ended June 25, 2016 and other risks described in documents filed by Synaptics Incorporated from time to time with the Securities and Exchange Commission.*

For further information, please contact:

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