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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**

**Date of Report (Date of earliest event reported): June 1, 2021**

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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**  
(Address of Principal Executive Offices)

**95131**  
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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$.001 per share</b>	<b>SYNA</b>	<b>The Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company 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 7.01 Regulation FD Disclosure.**

On June 1, 2021, Synaptics Incorporated (the “Company”) provided an irrevocable notice of redemption for all \$525,000,000 aggregate principal amount of the Company’s outstanding 0.50% Convertible Senior Notes due 2022 (the “Notes”), which mature on June 15, 2022 (the “Redemption”). The Notes were issued pursuant to the Indenture, dated as of June 26, 2017, between the Company and Wells Fargo, National Association, as trustee (the “Indenture”). The Notes are redeemable at a cash redemption price of 100.0% of the principal amount, plus accrued and unpaid interest, if any, to, but excluding, the redemption date of August 4, 2021 (the “Redemption Price”). On June 1, 2021, the Company issued a press release announcing the Redemption. A copy of the notice of redemption and press release are filed as Exhibit 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

Holders of the Notes have the right to convert the Notes called for redemption no later than 5:00 p.m., EDT, on August 3, 2021 (the “Conversion Deadline”). The current Conversion Rate (as defined in the Indenture) is equal to 13.7267 shares per \$1,000 principal amount of the Notes, which is the initial Conversion Rate of 13.6947 shares per \$1,000 principal amount of the Notes plus a number of Additional Shares (as defined in the Indenture) equal to 0.0320 shares per \$1,000 principal amount of the Notes calculated in accordance with 14.03(c) of the Indenture. The Company has elected to settle any conversions by Combination Settlement (as defined in the Indenture) with a Specified Dollar Amount (as defined in the Indenture) per \$1,000 principal amount of Notes equal to \$1,000, plus a number of shares of the Company’s common stock, \$0.001 par value (the “Common Stock”) to be determined pursuant to the Indenture, together with additional cash, if applicable, in lieu of delivering any fractional shares of Common Stock. As a result of this election, the Company expects to repay the principal amount of Notes surrendered for conversion in cash and settle any additional amounts in Common Stock, with cash to be delivered in lieu of fractional shares. Requests for conversion delivered after the Conversion Deadline will only be entitled to receive the Redemption Price for the Notes. The Company currently expects to use cash on hand to fund the cash component of the Redemption and any conversions.

The information contained in this Item 7.01 and in the accompanying Exhibits 99.1 and 99.2 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 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Notice of Irrevocable Full Redemption of 0.50% Convertible Senior Notes due 2022, dated June 1, 2021.</a>
99.2	<a href="#">Press Release announcing the Redemption, dated June 1, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

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

Date: June 1, 2021

**SYNAPTICS INCORPORATED**

By: /s/ Dean Butler

Name: Dean Butler

Title: Senior Vice President and Chief Financial Officer

**NOTICE OF IRREVOCABLE FULL REDEMPTION**  
**SYNAPTICS INCORPORATED**  
**0.50% Convertible Senior Notes due 2022**  
**CUSIP: 87157DAD1**

**NOTICE IS HEREBY GIVEN** pursuant to Section 16.02 of the Indenture, dated as of June 26, 2017 (the “**Indenture**”), by and between Synaptics Incorporated, as issuer (the “**Company**”), and Wells Fargo Bank, National Association, a national banking association, as trustee (the “**Trustee**” and the “**Paying Agent**”), that all of the Company’s outstanding 0.50% Convertible Senior Notes due 2022 (the “**Securities**”) shall be redeemed pursuant to Section 16.01 of the Indenture on August 4, 2021 (the “**Redemption Date**”) at the price listed below of the principal amount (the “**Redemption Price**”) together with accrued and unpaid interest, if any, to, but excluding, the Redemption Date. Capitalized terms used in this Notice, unless otherwise defined herein, have the meanings ascribed to such terms in the Indenture.

<u>CUSIP</u>	<u>Maturity</u>	<u>Rate</u>	<u>Principal Amount</u>	<u>Redemption Price</u>
87157DAD1	June 15, 2022	0.50%	\$525,000,000	100.000%

The Securities called for redemption must be surrendered to the Paying Agent in order to collect the Redemption Price, plus accrued and unpaid interest, if any, to, but excluding, the Redemption Date. If held via the Depository, Securities can be surrendered to the Paying Agent via the procedures of the Depository. If held in certificated form, Securities can be surrendered to the Paying Agent in the following manner:

**Regular Mail, Registered & Certified Mail, or Courier:**

Wells Fargo Bank, National Association  
 Attn: Corporate Trust Operations  
 600 S. 4th Street, 7th Floor MAC N9300-070  
 Minneapolis, MN 55415  
 Facsimile: 1-877-407-4679  
 Telephone Inquiries\*: (800) 344-5128  
 Email Inquiries\*: bondholdercommunications@wellsfargo.com  
 \*Please refer to the CUSIP Number when making inquiries.

**Delivery of Securities to an address other than as set forth above, or transmission of instructions other than as set forth above, will not constitute a valid delivery.**

On the Redemption Date, the Redemption Price will become due and payable upon the Securities. Unless the Company defaults in paying the Redemption Price on the Redemption Date and the Securities are not redeemed, interest on the principal amount designated to be redeemed shall cease to accrue on and after the Redemption Date, and the only remaining right of the holders of Securities is to receive payment of the Redemption Price upon surrender to the Paying Agent of the Securities redeemed.

**CONVERSION RIGHT**

Holders have a right to convert the Securities called for redemption up to 5:00 p.m. EDT on August 3, 2021, the business day prior to the Redemption Date (the “**Conversion Deadline**”). The current Conversion Rate is equal to 13.7267 shares per \$1,000 principal amount of Securities, which is the initial Conversion Rate of 13.6947 shares per \$1,000 principal amount of the Securities plus a number of Additional Shares equal to 0.0320 shares per \$1,000 principal amount of Securities calculated in accordance with 14.03(c) of the Indenture. The Company has elected to settle any conversions by Combination Settlement with a Specified Dollar Amount per \$1,000 principal amount of Securities equal to \$1,000, plus a number of shares of the Company’s common stock, par value \$0.001 per share (the “**Common Stock**”) to be determined pursuant to the Indenture, together with additional cash, if applicable, in lieu of delivering any fractional shares of Common Stock. As a result of this election, the Company expects to repay the principal amount of Securities surrendered for conversion in cash and settle any additional amounts in Common Stock, with cash to be delivered in lieu of fractional shares. Requests for conversion delivered after the Conversion Deadline will only be entitled to receive the Redemption Price for the Securities.

**IMPORTANT NOTICE**

Pursuant to U.S. federal tax laws, holders have a duty to provide the applicable type of tax certification form issued by the U.S. Internal Revenue Service (the “**IRS**”) to Wells Fargo Bank, N.A. Corporate Trust Services to ensure payments are reported accurately to holders and to the IRS. In order to permit accurate withholding (or to prevent withholding), a complete and valid tax certification form must be received by Wells Fargo Bank, N.A. Corporate Trust Services before payment of the redemption proceeds is made to holders. Failure to timely provide a valid tax certification form as required will result in the maximum amount of U.S. withholding tax being deducted from any redemption payment that is made to the Holder.

Holders of Securities should consult their own tax advisors concerning the tax consequences of converting their Securities.

\* Neither the Trustee nor the Company shall be held responsible for the selection or use of the CUSIP number, nor is any representation made as to their correctness or accuracy as listed in the redemption notice or printed in the Securities. It is included solely for convenience of the holders of Securities. The Trustee is not responsible for any of the statements in this Notice, all of which should be deemed to be made exclusively by the Company.

**By Synaptics Incorporated**

Dated: June 1, 2021



## Synaptics Incorporated Announces Notice of Full Redemption of Convertible Senior Notes Due 2022

**SAN JOSE, Calif., June 1, 2021** — Synaptics Incorporated (Nasdaq: [SYNA](#)) (the “Company” or “Synaptics”) today announced that it has provided an irrevocable notice of redemption for all \$525,000,000 aggregate principal amount of its outstanding 0.50% Convertible Senior Notes due 2022 (the “Notes”), which mature on June 15, 2022 (the “Redemption”). The Notes were issued pursuant to the terms of the Indenture, dated as of June 26, 2017, between the Company and Wells Fargo, National Association, as trustee (the “Indenture”). The Notes are redeemable at a cash redemption price of 100.0% of the principal amount, plus accrued and unpaid interest, if any, to, but excluding, the redemption date of August 4, 2021 (the “Redemption Price”).

Holders of the Notes have the right to convert the Notes called for redemption no later than 5:00 p.m., EDT, on August 3, 2021 (the “Conversion Deadline”). The current Conversion Rate (as defined in the Indenture) is equal to 13.7267 shares per \$1,000 principal amount of the Notes, which is the initial Conversion Rate of 13.6947 shares per \$1,000 principal amount of the Notes plus a number of Additional Shares (as defined in the Indenture) equal to 0.0320 shares per \$1,000 principal amount of the Notes calculated in accordance with 14.03(c) of the Indenture. The Company has elected to settle any conversions by Combination Settlement (as defined in the Indenture) with a Specified Dollar Amount (as defined in the Indenture) per \$1,000 principal amount of Notes equal to \$1,000, plus a number of shares of the Company’s common stock, \$0.001 par value (the “Common Stock”) to be determined pursuant to the Indenture, together with additional cash, if applicable, in lieu of delivering any fractional shares of Common Stock. As a result of this election, the Company expects to repay the principal amount of Notes surrendered for conversion in cash and settle any additional amounts in Common Stock, with cash to be delivered in lieu of fractional shares. Requests for conversion delivered after the Conversion Deadline will only be entitled to receive the Redemption Price for the Notes. The Company currently expects to use cash on hand to fund the cash component of the Redemption and any conversions.

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

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### About Synaptics Incorporated:

Synaptics (Nasdaq: [SYNA](#)) is changing the way humans engage with connected devices and data, engineering exceptional experiences throughout the home, at work, in the car and on the go. Synaptics is the partner of choice for the world’s most innovative intelligent system providers who are integrating multiple experiential technologies into platforms that make our digital lives more productive, insightful, secure and enjoyable. These customers are combining Synaptics’ differentiated technologies in touch, display and biometrics with a new generation of advanced connectivity and AI-enhanced video, vision, audio, speech and security processing. Follow Synaptics on [LinkedIn](#), [Twitter](#) and [Facebook](#), or visit [synaptics.com](#).

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Synaptics and the Synaptics logo are trademarks of Synaptics in the United States and/or other countries. All other marks are the property of their respective owners.

**For further information, please contact:**

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