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**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**

Date of Report (Date of earliest event reported): September 28, 2011

**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.)

**3120 Scott Blvd.  
Santa Clara, California**

(Address of Principal Executive Offices)

**95054**

(Zip Code)

Registrant's telephone number, including area code: **(408) 454-5100**

(Former name or former address if changed since last report.)

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:

- 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 5.02. Departure of Directors and Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 28, 2011, we appointed Richard A. (“Rick”) Bergman as President, Chief Executive Officer, and a director. Mr. Bergman succeeds Russell J. Knittel, who has served as Interim President and Chief Executive Officer since October 2010. Mr. Knittel, who will remain as a director of our company, will be retiring as an employee of our company following providing transition services on a short-term basis as determined by Mr. Bergman and the Board of Directors.

Mr. Bergman, 47, served as Senior Vice President and General Manager of the Products Group of Advanced Micro Devices Inc. (“AMD”), a global semiconductor company, with responsibility for managing the graphics and microprocessor product development groups since May 2009. From October 2006 to May 2009, Mr. Bergman was Senior Vice President and General Manager, Graphics Product Group of AMD. Mr. Bergman joined AMD via its acquisition of ATI Technologies Inc., a company that was engaged in the design, manufacture, and sale of 3D graphics and digital media silicon solutions, in October 2006. While at ATI, Mr. Bergman served in several positions, including as Senior Vice President and General Manager, PC Group just prior to AMD’s acquisition of ATI. In January 2001, Mr. Bergman joined ATI from S3 Graphics, a division of SonicBlue Inc., where he served as Chief Operating Officer. Prior to S3 Graphics, Mr. Bergman served in a number of marketing and management roles within the North American technology industry, including Vice President, Marketing at Exponential Inc. and Marketing Manager at Texas Instruments, Inc. Mr. Bergman began his engineering career at IBM. Mr. Bergman holds a Bachelor of Science degree in Electrical Engineering from the University of Michigan and a Master’s degree in Business Administration from the University of Colorado.

In connection with his appointment as President and Chief Executive Officer, Mr. Bergman will receive an annual base salary of \$575,000; stock options entitling him to purchase 430,000 shares of our common stock, vesting 25% one year after the commencement of employment and 1/48 each month thereafter; 10,000 deferred stock units, vesting 25% one year after the commencement of employment and 1/16 each quarter thereafter; and 30,000 deferred stock units, vesting 1/24 on the last day of each month after the commencement of employment. In addition, Mr. Bergman will participate in all plans and programs applicable to executive officers, including our annual incentive compensation program and our Severance Policy for Principal Executive Officers. Our Board of Directors has waived the one-year minimum employment period under our Severance Policy for Principal Executive Officers.

The foregoing is a summary only and does not purport to be a complete description of all of the terms, provisions, covenants, and agreements contained in Mr. Bergman's offer letter and is subject to and qualified in its entirety by reference to the full text of the offer letter, which is attached hereto as Exhibit 10.27, and is hereby incorporated by reference into this Item 5.02.

There are no other arrangements or understandings pursuant to which Mr. Bergman was selected as President and Chief Executive Officer, and there are no arrangements or understandings pursuant to which Mr. Bergman was elected as a director other than as an incident of his employment as President and Chief Executive Officer. It is anticipated, however, that Mr. Bergman will become a party to a Change of Control Severance Agreement. There are no family relationships among any of our directors, executive officers, and Mr. Bergman. There are no related party transactions between us and Mr. Bergman reportable under Item 404(a) of Regulation S-K.

Mr. Knittel has agreed to provide transition services to our company following Mr. Bergman's appointment. During the period Mr. Knittel provides such transition services, Mr. Knittel will continue to receive his base salary and participate in our incentive compensation programs.

On September 28, 2011, we issued a press release announcing Mr. Bergman's appointment and Mr. Knittel's retirement. A copy of that press release is attached hereto as Exhibit 99.1.

**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<br/>Number</u> | <u>Exhibits</u>   |
|---------------------------|---|
| 10.27                     | Employment Offer Letter dated September 28, 2011 between Synaptics Incorporated and Richard Bergman                               |
| 99.1                      | Press release from Synaptics Incorporated, dated September 28, 2011, entitled "Synaptics Appoints Rick Bergman President and CEO" |

**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: October 4, 2011

By: /s/ Kathleen A. Bayless  
Kathleen A. Bayless  
Senior Vice President, Chief Financial Officer, Secretary,  
and Treasurer

## EXHIBIT INDEX

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September 28<sup>th</sup>, 2011

Rick Bergman  
4817 Pecan Chase  
Austin, TX 78738

Dear Rick,

Following the completion of our internal processes and working out a mutually acceptable Change of Control Severance Agreement and Severance Policy for Principal Executive Officers, we are pleased to offer you a position with Synaptics as President and Chief Executive Officer commencing on September 28<sup>th</sup>, 2011. This letter will confirm the terms of your employment. You will receive a monthly salary of \$47,916.67 that will be paid on the 15<sup>th</sup> and last day of each month (corresponding to an annual salary of \$575,000).

As a Synaptics employee, you are also eligible to receive employee benefits which include:

- Group Medical, Dental and Vision insurance for you and your eligible dependents (subject to co-pay for dependent coverage);
- Life Insurance, Short-term and Long-term Disability Insurance;
- Flexible time off benefits that you will be accruing at fifteen (15) days per year (includes sick leave and personal time-off);
- Company paid holidays;
- Participation in our Employee Stock Purchase Plan;
- Participation in our 401(k) Savings Plan; and
- Participation in a Section 125 Flexible Spending Account.

You are eligible to receive an annual incentive target of \$575,000 (corresponding to 100% of your base salary) for the fiscal year ending June 30<sup>th</sup>, 2012. Payment of the incentive will be based first on company-wide performance, followed by department and individual goals annually. Payment of any incentive amount is ultimately at the discretion of the Company and is not guaranteed. Your incentive will be prorated from your hire date.

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You will also be eligible for our Severance Policy for Principal Executive Officers in addition to your Change of Control Severance Agreement. The Compensation Committee has approved your request for a waiver of the one year waiting period under our Severance Policy for Principal Executive Officers.

Your performance and base salary will be reviewed at the end of each fiscal year as part of the Company's normal focal review process. Your first review will occur in July 2012 and any merit increase will be awarded at that time. Your merit increase is pro-rated from your hire date in fiscal year 2012. Also, in fiscal year 2012, you are guaranteed a minimum of 80% of your annual incentive target pro-rated from the time you start in fiscal year 2012.

Subject to the approval of the Board of Directors of the Company, upon commencement of your employment, you will be granted an option to purchase 430,000 shares of Common Stock. Your stock options will be priced at the close of business on your first day of employment on September 28th, 2011. Your options shall vest and become exercisable at the rate of 1/4 of the shares one year after commencement of employment and 1/48 of the shares each month thereafter (so that at the end of four years, your options will be fully vested). Vesting of these options will, of course, depend on your continued employment with the Company.

You will also receive 10,000 Restricted Stock Units (RSUs). You will vest 1/4 of these RSUs one year after commencement of employment and 1/16 of these RSUs each quarter thereafter (so that at the end of four years, these RSUs will be fully vested). Vesting of these RSUs will, of course, depend on your continued employment with the Company.

In all considerations to your current package at AMD, you will receive 30,000 RSUs. These RSU's will vest over two years on a monthly basis (1/24 per month) on the last day of each calendar month following the month of grant (so that at the end of two years, these RSUs will be fully vested). Vesting of these RSUs will depend on your continued employment with the Company.

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You should be aware that your employment with the Company is for no specified period and constitutes "at will" employment. As a result, you are free to resign at any time, for any reason, or for no reason. Similarly, the Company is free to conclude its employment relationship with you at any time, with or without cause. This offer is contingent upon successful completion of your background and references screening.

For purposes of federal immigration law, you will be required to provide to the Company documentary evidence of your identity and eligibility for employment in the United States. Such documentation must be provided to us within three business days of your hire date, or our employment relationship with you may be terminated.

Attached is our standard Proprietary Information and Assignment of Inventions Agreement regarding protection of confidential information and assignment of inventions and new standard Change of Control Severance Agreement. If you accept this offer, it is required as a condition of your employment that you return a signed copy of these agreements. Also attached is our new Severance Policy for Principal Executive Officers.

In order to accept the Company's offer, you must sign and date this letter in the space provided below and return it to me no later than September 28<sup>th</sup>, 2011. A duplicate original is enclosed for your records. This letter, along with the attached Proprietary Information and Assignment of Inventions Agreement and Change of Control Severance Agreement between you and the Company, sets forth the terms of your employment with the Company and supersedes any prior representations or agreements, whether written or oral. This letter may not be modified or amended except by a written agreement, signed by the Company and by you.

Rick, we are really looking forward to you joining Synaptics and adding your leadership, experience and energy to our growing company.

Sincerely,

/s/ Francis F. Lee

Francis F. Lee  
Chairman of the Board

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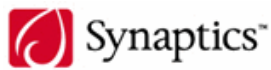
ACCEPTED AND AGREED TO

this 28th day of September, 2011

Start Date: 9/28/11

Signature: /s/ Richard Bergman

Full Legal Name Richard Bergman



### Synaptics Appoints Rick Bergman President and CEO

*Former AMD executive brings deep industry expertise and strong track record of performance*

**Santa Clara, CA — September 28, 2011** — Synaptics (NASDAQ: SYNA), a leading developer of human interface solutions for mobile computing, communications and entertainment devices, announced that the Board of Directors has concluded its search process and has appointed Rick Bergman, 47, as president and chief executive officer, effective immediately. Mr. Bergman succeeds Russ Knittel, who has served as interim president and CEO since October 2010. Mr. Bergman has also been appointed to the Company's board of directors.

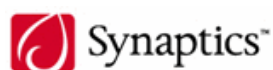
A former executive of Advanced Micro Devices Inc. (AMD), Mr. Bergman most recently served as senior vice president and general manager of the company's products group, responsible for delivering AMD's computing platforms and managing the graphics and microprocessor product development teams.

"Rick is a visionary leader with a proven track record of driving performance to a higher level," said Francis Lee, Chairman of Synaptics' Board of Directors. "He is an ideal fit to help Synaptics further capitalize on the rapid growth of capacitive touch technology within an expanding range of markets. As senior vice president and general manager of AMD's products group, he helped generate consistent profitability across multiple business divisions while creating new strategies to improve and accelerate product delivery and product roadmap creation. With the addition of Rick's deep industry expertise and extensive product focus, Synaptics is very well-positioned to continue its culture of innovation and technological leadership."

Mr. Bergman was previously AMD's senior vice president and general manager, Graphics Product Group (GPG), from October 2006 to May 2009. During that time, the business regained top market share by leading the industry in execution and time to market. Mr. Bergman joined AMD through the acquisition of ATI Technologies in October 2006, where he served in roles as senior vice president and general manager of the PC group and of the desktop business unit. He joined ATI in January 2001 from S3 Inc., where he was chief operating officer. Over the past 15 years, he has served in a number of marketing and management roles within the technology industry, including vice president of marketing at Exponential Inc. and marketing manager at Texas Instruments, Inc. Mr. Bergman began his engineering career at IBM Corp.

"I'm extremely excited to join Synaptics at this juncture of the company's development. Synaptics is at the forefront of the industry as the innovator in its markets and is poised to benefit from a refreshed and expanded product portfolio, including the most advanced next generation touch solutions available today," stated Mr. Bergman. "I have always been impressed by Synaptics' track record of financial performance and am drawn to the tremendous talent and engineering depth across the organization. I am energized by the chance to further harness the Company's potential to capture the growing opportunities in front of it and to build on Synaptics' longstanding commitment to driving shareholder value."

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Mr. Knittel will retire as an employee of Synaptics following a short transition period and will continue to serve as a member of the board of directors.

“On behalf of my fellow directors, I would like to thank Russ for serving as interim CEO and for his assistance during the transition process,” added Mr. Lee. “Synaptics has made important progress under his leadership, including retooling and broadening the company’s product portfolio and navigating through a product mix transition in the mobile touchscreen business. We look forward to Russ’ continued contributions on the Board.”

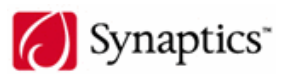
#### **About Synaptics Incorporated**

Synaptics (NASDAQ: SYNA) is a leading developer of human interface solutions for the mobile computing, communications, and entertainment industries. The company creates interface solutions for a variety of devices including notebook PCs, PC peripherals, tablets, and mobile phones. The TouchPad™, Synaptics’ flagship product, is integrated into a majority of today’s notebook computers. Consumer electronics and computing manufacturers use Synaptics’ solutions to enrich the interaction between humans and intelligent devices through improved usability, functionality, and industrial design. The company is headquartered in Santa Clara, California. [www.synaptics.com](http://www.synaptics.com)

#### **Forward-Looking Statements**

This press release contains “forward-looking” statements about Synaptics, as that term is defined under the federal securities laws. Synaptics intends such forward-looking statements to be subject to the safe harbor created by those laws. Such forward-looking statements include, but are not limited to, statements regarding the company’s ability to further capitalize on the rapid growth of capacitive touch technology within an expanding range of markets; the company’s belief that it is well-positioned to continue its culture of innovation and technological leadership; the belief that Synaptics is at the forefront of the industry as the innovator in its markets and is poised to benefit from a refreshed and expanded product portfolio, including the most advanced next generation solutions available; and the company’s ability to capture growing opportunities. Synaptics cautions that these statements are qualified by important factors that could cause actual results to differ materially from those reflected by the forward-looking statements contained herein. Such factors include, but are not limited to, (a) demand for Synaptics’ products, (b) market demand for OEMs’ products using Synaptics’ solutions, (c) changing market demand trends in the markets Synaptics serves, (d) the success of Synaptics’ customers’ products that utilize Synaptics’ product solutions, (e) the development and launch cycles of Synaptics’ customers’ products, (f) market pressures on selling prices, (g) changes in product mix, (h) the market acceptance of Synaptics’ product solutions compared with competitors’ solutions, (i) general economic conditions, including consumer confidence and demand, and (j) other risks as identified from time to time in Synaptics’ SEC reports, including Quarterly Reports on Form 10-Q and the Annual Report on Form 10-K for the fiscal year ended June 30, 2011. All forward-looking statements are based on information available to Synaptics on the date hereof, and Synaptics assumes no obligation to update such statements.

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For more information:

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