

SYNAPTICS INC  
Form 8-K  
October 24, 2014

**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**

**October 21, 2014**

**Date of Report (Date of earliest event reported)**

**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.)**

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**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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On October 21, 2014, we held our Annual Meeting of Stockholders. On the record date of August 29, 2014, there were 36,612,690 shares of our common stock outstanding and entitled to vote at the Annual Meeting. The number of shares of common stock present at the meeting, in person or by proxy, was 33,430,587 or 91.3% of the outstanding shares.

At the meeting, the following proposals were submitted to a vote of our stockholders, with the final voting results indicated below:

Proposal One: Election of Directors. Our stockholders elected the following Class 3 directors, each to serve until our Annual Meeting of Stockholders in 2017 and until their successors are elected and qualified.

| Director            | For        | Against | Abstain   | Broker<br>Non-Votes |
|---------------------|------------|---------|-----------|---------------------|
| Francis F. Lee      | 25,511,397 | 289,295 | 1,714,253 | 5,915,642           |
| Nelson C. Chan      | 27,044,058 | 174,061 | 296,826   | 5,915,642           |
| Richard L. Sanquini | 26,175,901 | 192,720 | 1,146,324 | 5,915,642           |

Proposal Two: Say-on-Pay. Our stockholders voted to approve the compensation of our named executive officers for fiscal year 2014.

|  | For        | Against | Abstain | Broker<br>Non-Votes |
|--|------------|---------|---------|---------------------|
|  | 26,665,002 | 616,874 | 233,069 | 5,915,642           |

Proposal Three: Ratification of the Appointment of KPMG LLP. Our stockholders ratified the appointment of KPMG LLP, an independent registered public accounting firm, as our independent registered public accountants for the fiscal year ending June 27, 2015.

|  | For        | Against   | Abstain | Broker<br>Non-Votes |
|--|------------|-----------|---------|---------------------|
|  | 32,209,742 | 1,161,308 | 59,537  |                     |

**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 24, 2014

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