

SYNAPTICS INC
Form 4
September 03, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SANQUINI RICHARD L

(Last) (First) (Middle)
14087 LOMA RIO DRIVE
(Street)

SARATOGA, CA 95070

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYNAPTICS INC [SYNA]

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/29/2014 ⁽¹⁾⁽²⁾		A ⁽¹⁾		717 ⁽¹⁾ \$ 48.278 <u>(3)</u>	1,354	D
Common Stock					15,871 ⁽⁴⁾	I	By Trust ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANQUINI RICHARD L 14087 LOMA RIO DRIVE SARATOGA, CA 95070		X		

Signatures

Kermit Nolan, as
attorney-in-fact
Date: 09/03/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On August 29, 2014, the Reporting Person became entitled to receive 717 shares of common stock of Synaptics Incorporated ("Synaptics") pursuant to an "earn-out" provision in the Agreement and Plan of Reorganization (the "Merger Agreement"), dated October 9, 2013, by and among Synaptics, Itsme Acquisition Corp., Itsme Acquisition II, LLC, Validity Sensors, Inc. ("Validity"), and

(1) Shareholder Representative Services LLC (the "Merger"), pursuant to which Synaptics acquired all of the outstanding shares of common stock of Validity on November 7, 2013. The Merger Agreement provided that certain former stockholders of Validity would receive additional shares of Synaptics common stock, for no additional consideration, based on Synaptics' sales and licensing revenues during certain time periods, recognized as to certain products embodying Validity fingerprint sensor technology.

(2) The Reporting Person's right to receive additional shares pursuant to this earn-out right became fixed and irrevocable on November 7, 2013, the effective date of the Merger.

(3) The number of shares issuable pursuant to the earn-out right was determined on August 29, 2014, pursuant to a formula set forth in the Merger Agreement. For the purpose of determining the number of shares issuable pursuant to the earn-out right, Synaptics common stock would be valued at \$48.278 per share, based on the average of the closing prices of Synaptics common stock as reported by NASDAQ for the 10 trading days ended on the date that was three trading days prior to the Closing Date (as defined in the Merger Agreement).

(4) Includes 8,410 shares previously reported as being held directly.

(5) The shares are held by the reporting person as Trustee of the Sanquini 2002 Living Trust, dated January 22, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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