SYNAPTICS INC Form 4

September 03, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31,

2005

0.5

Expires:

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

SYNAPTICS INC [SYNA] 3. Date of Earliest Transaction

(Check all applicable)

14087 LOMA RIO DRIVE

(Month/Day/Year)

08/29/2014

X\_ Director Officer (give title below)

10% Owner Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Filed(Month/Day/Year)

Person

SARATOGA, CA 95070

1.Title of	2. Transaction Date	2A. D
Security	(Month/Day/Year)	Execu
(Instr. 3)		any

08/29/2014(1)(2)

(State)

Deemed ution Date, if Code (Month/Day/Year) (Instr. 8)

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) Amount (D)

(Instr. 3 and 4) Price

1,354 D

15,871 (4)

Common Stock

Common

Stock

\$  $A^{(1)}$ 48.278

I

By Trust (5)

SEC 1474

(9-02)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amou	ınt of	Derivative	Γ
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	E
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						F
					(A) or						F
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						ъ.	E		or		
						^	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Deriv Secur Bene Own Follo Repo Trans (Instr

## **Reporting Owners**

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

## **Signatures**

Kermit Nolan, as attorney-in-fact

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.
- 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.

Reporting Owners 2

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