

SYNAPTICS INC
Form 4
January 24, 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)
11/07/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 11/07/2013 | | A | (A) or (D) 8,410 (1) | (2) 10,922 | D | |
| Common Stock | | | | | (3) 19,787 | I | By Trust (4) |

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

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SEC 1474
(9-02)

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

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| 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 Following Transaction (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 01/23/2014

__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).

(1) The Reporting Person received the shares on November 7, 2013, as partial consideration for the Reporting Person's preferred stock of Validity Sensors, Inc. ("Validity"), which Synaptics Incorporated ("Synaptics") acquired pursuant to an Agreement and Plan of Reorganization (the "Merger Agreement"), dated October 9, 2013, by and among Synaptics, Itsme Acquisition Corp., Itsme Acquisition II, LLC, Validity, and Shareholder Representative Services LLC, (the "Merger"). The Merger Agreement provides that certain former stockholders of Validity will receive additional shares of Synaptics common stock, valued at \$48.278 per share, based on Synaptics' sales and licensing revenues, during certain time periods, recognized as to certain products embodying Validity fingerprint sensor technology. 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.

(2) The Reporting Person received the shares on November 7, 2013 as partial consideration in exchange for 880,000 shares of Series E Preferred Stock and 290,256 shares of Series D Preferred Stock of Validity in connection with the Merger. On the effective date of the Merger, the closing price of Synaptics' common stock was \$44.55 per share.

(3) Includes 3,000 shares previously reported as being held directly.

(4) 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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