

SYNAPTICS Inc
Form 8-K
October 23, 2015

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 20, 2015

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 20, 2015, we held our Annual Meeting of Stockholders. On the record date of August 28, 2015, there were 36,048,235 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 33,124,061 or 91.9% 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 1 directors, each to serve until our Annual Meeting of Stockholders in 2018 or until their successors have been elected and qualified.

Broker

| Director | For | Against | Abstain | Non-Votes |
|---------------------|------------|---------|---------|-----------|
| Jeffrey D. Buchanan | 27,176,911 | 637,445 | 182,163 | 5,127,542 |
| Keith B. Geeslin | 26,936,960 | 877,467 | 182,093 | 5,127,541 |
| James L. Whims | 27,421,760 | 392,657 | 182,102 | 5,127,542 |

Proposal Two: Say-on-Pay. Our stockholders voted to approve the compensation of our named executive officers for fiscal year 2015.

Broker

| | For | Against | Abstain | Non-Votes |
|--|------------|-----------|---------|-----------|
| | 26,233,405 | 1,120,083 | 643,031 | 5,127,542 |

Proposal Three: Ratification of the Appointment of KPMG LLP. Our stockholders ratified the appointment of KPMG LLP, an independent registered public accounting firm, as the independent auditor of our company for the fiscal year ending June 25, 2016.

Broker

| | For | Against | Abstain | Non-Votes |
|--|------------|---------|---------|-----------|
| | 32,467,623 | 488,430 | 168,008 | |

Proposal Four: Reapproval of the Section 162(m) Provisions of the 2010 Incentive Compensation Plan. Our stockholders voted to reapprove the Section 162(m) provisions of our 2010 Incentive Compensation Plan.

Broker

| | For | Against | Abstain | Non-Votes |
|--|------------|-----------|---------|-----------|
| | 25,240,449 | 2,610,050 | 146,021 | 5,127,541 |

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 23, 2015

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