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SYNOPSIS INC
Form 10-K/A
March 01, 2002

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE YEAR ENDED OCTOBER 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER 0-45138

SYNOPSIS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

56-1546236

(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

(I.R.S. EMPLOYER
IDENTIFICATION NO.)

700 EAST MIDDLEFIELD ROAD, MOUNTAIN VIEW, CALIFORNIA 94043
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(650) 584-5000
REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
COMMON STOCK, \$0.01 PAR VALUE

PREFERRED SHARE PURCHASE RIGHTS

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the

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registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

The aggregate market value of voting stock held by non-affiliates of the registrant as of January 5, 2002, was approximately \$2,522,354,670.

On January 5, 2002, approximately 60,543,491 shares of the registrant's Common Stock, \$0.01 par value, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 2001 is being filed in order to submit the information required to be included in Part III thereof within the period required by General Instruction G(3) to Form 10-K. The Registrant will also include this information in its proxy statement for its 2002 Annual Meeting of Stockholders.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Set forth below is information regarding the directors, including information furnished by them as to principal occupations, certain other directorships held by them, any arrangements pursuant to which they were selected as directors and their ages as of January 31, 2002.

NAME	AGE	YEAR FIRST ELECTED DIRECTOR
----	----	-----
Aart J. de Geus.....	47	1986
Andy D. Bryant.....	51	1999
Chi-Foon Chan.....	52	1998
Bruce R. Chizen.....	46	2001
Deborah A. Coleman.....	49	1995
A. Richard Newton.....	50	1987; 1995
Sasson Somekh.....	55	1999
Steven C. Walske.....	49	1991

BACKGROUND OF DIRECTORS

DR. AART J. DE GEUS co-founded Synopsys and currently serves as Chief

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Executive Officer and Chairman of the Board of Directors. Since the inception of Synopsys in December 1986, he has held a variety of positions, including Senior Vice President of Engineering and Senior Vice President of Marketing. From 1986 to 1992, Dr. de Geus served as Chairman of the Board. He served as President from 1992 to 1998. Dr. de Geus has served as Chief Executive Officer since January 1994 and has held the additional title of Chairman of the Board since February 1998. He has served as a Director since 1986. From 1982 to 1986 Dr. de Geus was employed by General Electric Corporation, where he was the Manager of the Advanced Computer-Aided Engineering Group. Dr. de Geus holds an M.S.E.E. from the Swiss Federal Institute of Technology in Lausanne, Switzerland and a Ph.D. in electrical engineering from Southern Methodist University.

ANDY D. BRYANT has been a Director of Synopsys since January 1999 and currently serves as Executive Vice President and Chief Financial and Enterprise Services Officer of Intel Corporation, with responsibility for financial operations, human resources, information technology and e-business functions and activities worldwide. Mr. Bryant joined Intel in 1981 as Controller for the Commercial Memory Systems Operation and in 1983 became Systems Group Controller. In 1987 he was promoted to Director of Finance for the corporation and was appointed Vice President and Director of Finance of the Intel Products Group in 1990. Mr. Bryant became CFO in February of 1994 and was promoted to Senior Vice President in January 1999. Mr. Bryant expanded his role to Chief Financial and Enterprise Services Officer in December 1999. He was promoted to Executive Vice President in January 2001. Prior to joining Intel, he held positions in finance at Ford Motor Company and Chrysler Corporation. Mr. Bryant holds a B.A. in economics from the University of Missouri and an M.B.A. in finance from the University of Kansas. Mr. Bryant is a director of Convera Corporation, a provider of content management solutions.

DR. CHI-FOON CHAN joined Synopsys as Vice President of Application Engineering & Services in May 1990. Since April 1997 he has served as Chief Operating Officer and since February 1998 he has held the additional title of President. Dr. Chan also became a Director of Synopsys in February 1998. From September 1996 to February 1998 he served as Executive Vice President, Office of the President. From February 1994 until April 1997 he served as Senior Vice President, Design Tools Group and from October 1996 until April 1997 as Acting Senior Vice President, Design Re-Use Group. Additionally, he has held the titles of Vice President, Engineering and General Manager, DesignWare Operations and Senior Vice President, Worldwide Field Organization. From March 1987 to May 1990, Dr. Chan was employed by NEC Electronics, where his last position was General Manager, Microprocessor Division. From 1977 to 1987, Dr. Chan held a number of senior engineering positions at Intel Corporation. Dr. Chan holds an M.S. and Ph.D. in computer engineering from Case Western Reserve University.

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BRUCE R. CHIZEN has been a Director of Synopsys since April 2001. Mr. Chizen has served as President of Adobe Systems Incorporated, a provider of graphic design, publishing, and imaging software for Web and print production, since April 2000 and as Chief Executive Officer since December 2000. He joined Adobe Systems in August 1994 as Vice President and General Manager, Consumer Products Division and in December 1997 became Senior Vice President and General Manager, Graphics Products Division. In August 1998 Mr. Chizen was promoted to Executive Vice President, Products and Marketing. From November 1992 to February 1994 he was Vice President and General Manager, Claris Clear Choice for Claris Corp., a wholly-owned subsidiary of Apple Computer. He is a Director of Adobe Systems Incorporated and Viewpoint Corporation, a provider of advanced 3D product visualization and marketing solutions.

DEBORAH A. COLEMAN has been a Director of Synopsys since November 1995. Ms. Coleman is co-founder and currently General Partner of SmartForest Ventures in

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Portland, Oregon. Ms. Coleman was Chairman of the Board of Merix Corporation, a manufacturer of printed circuit boards, from May 1994, when it was spun off from Tektronix, Inc., until September 2001. She also served as Chief Executive Officer of Merix from May 1994 to September 1999 and as President from March 1997 to September 1999. Ms. Coleman joined Merix from Tektronix, a diversified electronics corporation, where she served as Vice President of Materials Operations, responsible for worldwide procurement, distribution, component engineering and component manufacturing operation. Prior to joining Tektronix in November 1992, Ms. Coleman was with Apple Computer, Inc. for eleven years, where she held several executive positions, including Chief Financial Officer, Chief Information Officer and Vice President of Operations. She is a Director of Applied Materials, Inc., a manufacturer of semiconductor fabrication equipment.

DR. A. RICHARD NEWTON has been a Director of Synopsys since January 1995. Previously, Dr. Newton was a Director of Synopsys from January 1987 to June 1991. Dr. Newton has been a Professor of Electrical Engineering and Computer Sciences at the University of California at Berkeley since 1979 and is currently Dean of the College of Engineering. From July 1999 to June 2000, Dr. Newton was Chair of the Electrical Engineering and Computer Sciences Department. Since 1988 Dr. Newton has acted as a Venture Partner with Mayfield Fund, a venture capital partnership, and has contributed to the evaluation and development of over two dozen new companies. From November 1994 to July 1995 he was acting President and Chief Executive Officer of Silicon Light Machines, a private company which has developed display systems based on the application of micromachined silicon light-valves. Dr. Newton is also a Director of Simplex Solutions, Inc., which provides software and services for integrated circuit design and verification.

DR. SASSON SOMEKH has been a Director of Synopsys since January 1999. He is Executive Vice President of Applied Materials, Inc., a manufacturer of semiconductor fabrication equipment. From December 1993 to November 2000, Dr. Somekh served as Senior Vice President. Dr. Somekh served as Group Vice President from 1990 to 1993. Prior to that, he was a divisional Vice President. Dr. Somekh joined Applied Materials in 1980 as a Project Manager.

STEVEN C. WALSKÉ has been a Director of Synopsys since December 1991. Mr. Walske has been Chief Business Strategist of Parametric Technology Corporation, a supplier of software products for mechanical computer aided engineering, since June 2000 and served as Chairman, Chief Executive Officer and a Director from August 1994 until June 2000. From December 1986 to August 1994 Mr. Walske served as President and Chief Executive Officer of that company.

There are no family relationships among any executive officers, directors or persons chosen or nominated to become executive officers or directors of Synopsys.

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DIRECTORS' COMPENSATION

During fiscal 2001, each non-employee board of directors member was paid an annual retainer of \$8,000 and \$1,000, respectively, for each board of directors or board of directors committee meeting attended, plus expenses.

In addition, non-employee board of directors members receive automatic option grants under the 1994 Non-Employee Directors Stock Option Plan, which in this document we refer to as the "Directors Plan." As of the date of this joint proxy statement/prospectus, all six non-employee Synopsys board of directors members were eligible to participate in the Directors Plan.

During fiscal 2001, directors Andy D. Bryant, Bruce R. Chizen, Deborah A.

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Coleman, A. Richard Newton, Sasson Somekh and Steven C. Walske each received automatic grants of options to purchase 10,000 Synopsys common shares at an exercise price of \$50.69 per share for Synopsys board of directors service during the year. In addition, during fiscal 2001, Mr. Chizen received options to purchase 9,166 Synopsys common shares, at an exercise price of \$61.37, and Ms. Coleman and Messrs. Bryant, Newton, Somekh and Walske each received options to purchase 10,000 Synopsys common shares for service on Synopsys board of directors committees at an exercise price of \$50.69. Mr. Chizen also received an automatic grant of options to purchase 20,000 Synopsys common shares at an exercise price of \$50.69 per share for his initial Synopsys board of directors service.

During fiscal 2001, Dr. Newton provided consulting services to Synopsys, for which he was paid \$150,000. Under Synopsys' agreement with Dr. Newton, at Synopsys' request, Dr. Newton provides advice concerning long-term technology strategy and industry development issues, as well as providing assistance in identifying opportunities for partnerships with academia.

BACKGROUND OF EXECUTIVE OFFICERS

Information regarding executive officers of the Company is included in Part I of this Annual Report.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires Synopsys' directors, officers and greater than ten percent beneficial owners of its shares to file reports of ownership and changes in ownership with the SEC. Directors, officers and greater than ten percent stockholders are required by SEC regulations to furnish Synopsys with copies of all Section 16(a) forms they file.

Based solely upon its review of the copies of the Forms 3, 4 and 5 received by Synopsys and/or written representations from certain reporting persons, Synopsys believes that each of its directors, officers, and greater than ten percent beneficial owners of its shares during the fiscal year ended November 3, 2001 has complied with all filing requirements applicable to such persons during such fiscal year, except that an amended Form 4 was filed on behalf of Vicki Andrews to reflect the sale of additional shares sold as part of a previously reported transaction, which additional sale was not timely reported.

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ITEM 11. EXECUTIVE COMPENSATION

EXECUTIVE COMPENSATION AND OTHER MATTERS

The following table sets forth the compensation earned by (1) Synopsys' Chief Executive Officer and (2) each of the other four most highly compensated executive officers whose compensation for fiscal 2001 exceeded \$100,000, which in this document we collectively refer to as the "named executive officers," for services rendered in all capacities to Synopsys during the last three fiscal years.

SUMMARY COMPENSATION TABLE

LONG-TERM

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NAME AND POSITION	YEAR (1)	ANNUAL COMPENSATION (\$)		COMPENSATION: SECURITIES	ALL OTHER COMPENSAT (\$ (2)
		SALARY	BONUS	AWARDS UNDERLYING OPTIONS (#)	
Aart J. de Geus.....	2001	400,000	575,000	85,500	1,830
Chief Executive Officer and	2000	430,769	600,000	731,000	1,855
Chairman of the Board	1999	375,000	681,690	254,700	1,953
Chi-Foon Chan.....	2001	400,000	575,000	71,000	2,588
President and Chief Operating	2000	430,769	600,000	623,000	2,493
Officer	1999	375,000	681,690	199,200	1,653
Vicki L. Andrews.....	2001	289,423	611,396 (3)	60,500	9,544
Senior Vice President	2000	287,500	568,256 (4)	179,000	9,826
World Wide Sales					
Robert B. Henske.....	2001	364,423	350,000	60,500	1,825
Senior Vice President and	2000 (5)	175,000	232,000	340,000	160
Chief Financial Officer					
Steven K. Shevick.....	2001	241,538	175,000	17,500	1,871
Vice President, Investor	2000	236,154	160,984	100,000	1,833
Relations and Legal, General Counsel					

- (1) During fiscal 1999, Synopsys had a fiscal year that ended on the last Saturday of September. In July 1999, Synopsys changed its fiscal year end to the last Saturday in October. As a result, salary data for fiscal 2000 includes the 13-month period ended October 28, 1999.
- (2) Amounts in this column reflect premiums paid for group term life insurance, Synopsys 401(k) contributions and, in the case of Ms. Andrews only, car allowances.
- (3) Ms. Andrews' 2001 bonus consists of commissions of \$150,000, a variable bonus of \$296,260, a relocation bonus of \$160,000 and a special bonus of \$5,136.
- (4) Ms. Andrews' 2000 bonus consists of commissions of \$318,096 and a variable bonus of \$250,160.
- (5) Mr. Henske commenced employment with Synopsys on May 10, 2000.

STOCK OPTION GRANTS

The following table sets forth further information regarding individual grants of options for Synopsys common shares during fiscal 2001 for each of the named executive officers. All grants for each of the named executive officers were made pursuant to the 1992 stock option plan. In accordance with the rules of the SEC, the table sets forth the hypothetical gains or "option spreads" that would exist for the options at the end of their respective ten-year terms based on assumed annualized rates of compound stock price appreciation of 5% and 10% from the dates the options were granted to the end of their respective option terms. Actual gains, if any, on option exercises are dependent on the future performance of the Synopsys common shares and overall market conditions. There can be no assurance that the potential realizable values shown in this table

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will be achieved. No stock appreciation rights were granted to such officers during fiscal 2001.

OPTION GRANTS IN LAST FISCAL YEAR

NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (1)	PERCENT OF TOTAL OPTIONS GRANTED TO EMPLOYEES FISCAL 2001 (2)	EXERCISE OR BASE PRICE (\$/SHARE)	EXPIRATION DATE	POTENTIAL VALUE RATIO AT
Aart J. de Geus.....	85,500	1.47	\$47.44 - \$61.37	2/28/11 - 8/28/11	\$2,9
Chi-Foon Chan.....	71,000	1.22	\$47.44 - \$61.37	2/28/11 - 8/28/11	\$2,4
Vicki L. Andrews.....	60,500	1.04	\$47.44 - \$61.37	2/28/11 - 8/28/11	\$2,0
Robert B. Henske.....	60,500	1.04	\$47.44 - \$61.37	2/28/11 - 8/28/11	\$2,0
Steven K. Shevick....	17,500	0.30	\$47.44 - \$61.37	2/28/11 - 8/28/11	\$ 6

(1) Sum of all option grants made during the fiscal year to such person. Options become exercisable ratably in a series of monthly installments over a four-year period from the grant date, assuming continued service to Synopsys, subject to acceleration under certain circumstances involving a change in control of Synopsys. Each option has a maximum term of 10 years, subject to earlier termination upon the optionee's cessation of service.

(2) Based on aggregate options to acquire 5,809,892 Synopsys common shares granted in fiscal 2001.

OPTION EXERCISES AND YEAR-END VALUES

The following table sets forth, for each of the named executive officers, each exercise of stock options during fiscal 2001 and the year-end value of unexercised options.

No stock appreciation rights were exercised during such fiscal year by the named executive officers, and no stock appreciation rights were outstanding at the end of the fiscal year.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

NAME	SHARES ACQUIRED ON EXERCISE	VALUE REALIZED (1)	NUMBER OF UNEXERCISED OPTIONS AT FY-END		VALUE OF OPTIONS AT
			EXERCISABLE	UNEXERCISABLE	

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Aart J. de Geus.....	--	--	967,503	654,697	\$9,868,495
Chi-Foon Chan.....	--	--	549,005	547,195	\$4,430,172
Vicki L. Andrews.....	11,000	\$305,335	69,049	174,617	\$ 689,694
Robert B. Henske.....	--	--	124,374	276,126	\$1,314,625
Steven K. Shevick.....	--	--	74,665	87,335	\$ 730,765

(1) Market value at exercise less exercise price.

(2) Market value of underlying securities on November 2, 2001 (\$47.86) minus the exercise price.

EMPLOYMENT CONTRACTS, TERMINATION OF EMPLOYMENT ARRANGEMENTS AND CHANGE OF CONTROL AGREEMENTS

Under Synopsys' 1992 stock option plan, in the event of certain changes in the ownership or control of Synopsys involving a "Corporate Transaction," which includes an acquisition of Synopsys by merger or asset sale, all outstanding options under the 1992 stock option plan will automatically become exercisable, unless the option is assumed by the successor corporation, or parent thereof, or replaced by a comparable option to purchase shares of the capital stock of the successor corporation, or parent thereof.

In addition, in the event of a successful hostile tender offer for more than 50% of the outstanding Synopsys common shares or a change in the majority of the Synopsys board of directors as a result of one or more contested elections for membership on the Synopsys board of directors, the administrator of the 1992 stock option plan has the authority to provide for the acceleration of vesting of the Synopsys common shares subject to outstanding options under the 1992 stock option plan.

Synopsys has entered into Employment Agreements, effective October 1, 1997, with its Chief Executive Officer and its President and an Employment Agreement with its Chief Financial Officer, effective May 10, 2000. Each Employment Agreement provides that if the executive is terminated involuntarily other than for cause within 24 months of a change of control, (a) the executive will be paid an amount equal to two times the sum of the executive's annual base pay plus target cash incentive, plus the cash value of the executive's health benefits for the next 18 months and (b) all stock options held by the executive will immediately vest in full. If the executive is terminated involuntarily other than for cause in any other situation, the executive will receive a cash payment equal to the sum of the executive's annual base pay for one year plus the target cash incentive for such year, plus the cash value of the executive's health benefits for 12 months. The terms "involuntary termination," "cause" and "change of control" are defined in each Employment Agreement, each of which is filed with the SEC.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of Synopsys common shares as of January 21, 2002 by (1) each person known by Synopsys to own beneficially more than five percent of the outstanding Synopsys common shares on that date, (2) each Synopsys director, (3)

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each of the named executive officers and (4) all Synopsys directors and current executive officers as a group.

NAME OF BENEFICIAL OWNER(1)	SHARES OF COMMON STOCK BENEFICIALLY OWNED	
	NUMBER	PERCENTAGE OWNERSHIP
FMR Corp..... 82 Devonshire Street Boston, MA 02109	6,503,587 (2)	10.73%
J. & W. Seligman & Co. Incorporated..... 100 Park Avenue, 8th Floor New York, NY 10017	6,148,610 (2)	10.14%
Blum Capital Partners, L.P.(3)..... 909 Montgomery Street, Suite 400 San Francisco, CA 94133-4625	4,020,900 (2)	6.63%
Vicki L. Andrews.....	94,361 (4)	*
Andy D. Bryant.....	73,749 (5)	*
Chi-Foon Chan.....	672,697 (6)	1.11%
Bruce R. Chizen.....	39,166 (7)	*
Deborah A. Coleman.....	40,000 (8)	*
Aart J. de Geus.....	1,388,725 (9)	2.29%
Robert B. Henske.....	175,577 (10)	*
A. Richard Newton.....	80,994 (11)	*
Steven K. Shevick.....	85,701 (12)	*
Sasson Somekh.....	93,333 (13)	*
Steven C. Walske.....	96,016 (14)	*
All directors and current executive officers as a group (11 persons).....	2,840,319 (15)	4.69%

* Less than 1%

- (1) The persons named in the table above have sole voting and investment power with respect to all Synopsys common shares shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes of this table.
- (2) Based upon filings made with the SEC.
- (3) According to Amendment No. 1 to Schedule 13D filed by Blum Capital, L.P. on September 24, 2001, voting and investment power concerning these shares is held solely by Blum Capital Partners L.P., a California limited partnership, RCBA GB, L.L.C., a Delaware limited liability company, and Blum Strategic GP II, L.L.C., a Delaware limited liability company.
- (4) Includes options to purchase 94,135 Synopsys common shares exercisable by Ms. Andrews within 60 days of January 21, 2002.
- (5) Consists of options to purchase 73,749 Synopsys common shares exercisable by Mr. Bryant within 60 days of January 21, 2002.
- (6) Includes options to purchase 640,915 Synopsys common shares exercisable by Dr. Chan within 60 days of January 21, 2002.
- (7) Consists of options to purchase 39,166 Synopsys common shares exercisable

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by Mr. Chizen within 60 days January 21, 2002.

- (8) Consists of options to purchase 40,000 Synopsys common shares exercisable by Ms. Coleman within 60 days of January 21, 2002.

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- (9) Includes options to purchase 1,077,143 Synopsys common shares exercisable by Dr. de Geus within 60 days of January 21, 2002.
- (10) Includes options to purchase 165,125 Synopsys common shares exercisable by Mr. Henske within 60 days of January 21, 2002.
- (11) Includes options to purchase 75,916 Synopsys common shares exercisable by Dr. Newton within 60 days of January 21, 2002.
- (12) Includes options to purchase 83,842 Synopsys common shares exercisable by Mr. Shevick within 60 days of January 21, 2002.
- (13) Includes options to purchase 80,833 Synopsys common shares exercisable by Dr. Somekh within 60 days of January 21, 2002.
- (14) Includes options to purchase 95,916 Synopsys common shares exercisable by Mr. Walske within 60 days of January 21, 2002.
- (15) Includes options to purchase 2,466,740 Synopsys common shares exercisable by directors and current executive officers within 60 days of January 21, 2002.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

See Item 10, "Directors and Executive Officers of the Registrant-Directors' Compensation."

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SIGNATURES

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Mountain View, State of California, on this 28th day of February, 2002.

SYNOPSIS, INC.

By: /s/ ROBERT B. HENSKE

Robert B. Henske
Senior Vice President, Finance and
Operations,
and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this amendment has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

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SIGNATURE -----	TITLE -----	DATE -----
/s/ AART J. DE GEUS* ----- Aart J. de Geus	Chief Executive Officer (Principal Executive Officer) and Chairman of the Board of Directors	February 28
/s/ CHI-FOON CHAN* ----- Chi-Foon Chan	President, Chief Operating Officer and Director	February 28
/s/ BRUCE R. CHIZEN ----- Bruce R. Chizen	Director	February 28
/s/ ANDY D. BRYANT* ----- Andy D. Bryant	Director	February 28
/s/ DEBORAH A. COLEMAN* ----- Deborah A. Coleman	Director	February 28
/s/ HARVEY C. JONES, JR.* ----- Harvey C. Jones, Jr.	Director	February 28
/s/ A. RICHARD NEWTON* ----- A. Richard Newton	Director	February 28
/s/ SASSON SOMEKH* ----- Sasson Somekh	Director	February 28
/s/ STEVEN C. WALSKE* ----- Steven C. Walske	Director	February 28

* /s/ ROBERT B. HENSKE

*By: Robert B. Henske, Attorney-in-fact