

SYNAPTICS INC  
Form 8-K  
October 29, 2012

**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 23, 2012**

**Date of Report (Date of earliest event reported)**

**SYNAPTICS INCORPORATED**

**(Exact Name of Registrant as Specified in Its Charter)**

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)  
**3120 SCOTT BLVD.**

(IRS Employer  
Identification No.)

**SANTA CLARA, CALIFORNIA 95054**

(Address of Principal Executive Offices) (Zip Code)

**(408) 454-5100**

(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 23, 2012, we held an annual meeting of stockholders to consider and vote upon the following proposals: (1) to elect three directors to serve until our next annual meeting of stockholders and until their successors are elected and qualified; (2) to provide a non-binding advisory vote on the compensation of our named executive officers for fiscal 2012 ( say-on-pay ); and (3) to ratify the appointment of KPMG LLP, an independent registered public accounting firm, as our independent registered public accountants for the fiscal year ending June 30, 2013.

The following directors were elected at the annual meeting:

|                     |            |           | Broker    |
|---------------------|------------|-----------|-----------|
| Director            | For        | Withheld  | Non-Votes |
| Jeffrey D. Buchanan | 27,078,190 | 161,142   | 3,464,417 |
| Keith B. Geeslin    | 23,632,255 | 3,607,077 | 3,464,417 |
| James L. Whims      | 23,770,850 | 3,468,482 | 3,464,417 |

The results of the vote to approve the say-on-pay proposal were as follows:

|                     |            |           |         | Broker    |
|---------------------|------------|-----------|---------|-----------|
|                     | For        | Against   | Abstain | Non-Votes |
| Say-on-pay proposal | 20,572,971 | 6,623,054 | 43,305  | 3,464,419 |

Our stockholders approved the compensation of our named executive officers for fiscal 2012 on a non-binding, advisory basis.

The results of the vote on the proposal to ratify the appointment of KPMG LLP, an independent registered public accounting firm, as our independent registered public accountants for the fiscal year ending June 30, 2013 were as follows:

|  |            |         |         | Broker    |
|--|------------|---------|---------|-----------|
|  | For        | Against | Abstain | Non-Votes |
| Ratification of KPMG, LLP as independent registered public accountants | 30,525,405 | 157,228 | 21,116  |           |

This proposal received the necessary votes in favor to be adopted by our stockholders at the annual meeting.

**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 29, 2012

By: */s/ Kathleen A. Bayless*  
Kathleen A. Bayless  
Senior Vice President, Chief Financial Officer,  
  
Secretary, and Treasurer