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SYNAPTICS INC Form 8-K October 01, 2004

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

September 30, 2004

Date of Report (Date of earliest event reported)

SYNAPTICS INCORPORATED

(Exact Name of Registrant as Specified in Charter)

| DELAWARE | 000-49602 | 77-0118518 |
|--|--|-----------------------------------|
| (State or Other Jurisdiction of Incorporation | (Commission File Number) | (IRS Employer Identification No.) |
| | 2381 BERING DRIVE SAN JOSE, CALIFORNIA 95131 | _ |
| | (Address of Principal Executive Offices) (Zip Code) | |
| | (408) 434-0110 | |
| - | (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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Table of Contents 2

Edgar Filing: SYNAPTICS INC - Form 8-K

TABLE OF CONTENTS

<u>Item 7.01. Regulation FD Disclosure.</u> <u>SIGNATURES</u>

Table of Contents 3

Edgar Filing: SYNAPTICS INC - Form 8-K

Table of Contents

Item 7.01. Regulation FD Disclosure.

The registrant is furnishing this report on Form 8-K in connection with an inquiry by Institutional Shareholder Services regarding additional information on tax fees paid to the registrant s independent auditors as set forth in the registrant s definitive Proxy Statement on Schedule 14A as filed with the Securities and Exchange Commission on September 13, 2004.

As reported in the Proxy Statement, the aggregate fees billed to the registrant by KPMG LLP, for the fiscal year ended June 26, 2004 were as follows:

Audit fees \$206,600 Audit-related fees 95,000 Tax fees 474,412 All other fees

Of the \$474,412 in total tax fees, \$164,155 related to tax preparation/compliance.

The information in this report on Form 8-K is furnished pursuant to Item 7.01 and shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD.

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: September 30, 2004 By: /s/ Russell J. Knittel

Russell J. Knittel

Senior Vice President, Chief Financial Officer, Chief Administrative Officer,

and Secretary

Table of Contents 4