

VIRAGE LOGIC CORP
Form DFAN14A
June 11, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

Virage Logic Corporation

(Name of Registrant as Specified In Its Charter)

Synopsys, Inc.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- .. Fee paid previously with preliminary materials.

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Information

Additional information and where to find it

Virage Logic Corporation intends to file with the Securities and Exchange Commission a preliminary proxy statement and a definitive proxy statement and other relevant materials in connection with the acquisition. The definitive proxy statement will be sent or given to the stockholders of Virage Logic. Before making any voting or investment decision with respect to the merger, investors and stockholders of Virage Logic are urged to read the proxy statement and the other relevant materials when they become available because they will contain important information about the acquisition. The proxy statement and other relevant materials (when they become available), and any other documents filed by Virage Logic with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Virage Logic at its corporate Web site at www.VirageLogic.com in the Investor Relations section, or by contacting Investor Relations at Virage Logic Corporation, 47100 Bayside Parkway, Fremont, CA 94538.

Participants in the solicitation

Virage Logic and Synopsys, Inc. and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Virage Logic stockholders in connection with the acquisition. Information about Synopsys' directors and executive officers is set forth in Synopsys' proxy statement on Schedule 14A filed with the SEC on February 5, 2010 and Synopsys' Annual Report on Form 10-K filed on December 18, 2009. Information about Virage Logic's directors and executive officers is set forth in Virage Logic's proxy statement on Schedule 14A filed with the SEC on March 9, 2010. Additional information regarding the interests of participants in the solicitation of proxies in connection with the merger will be included in the proxy statement that Virage Logic intends to file with the SEC.

Safe Harbor Statement/Forward-Looking Statements

The following contains forward-looking statements within the meaning of U.S. federal securities laws, including statements regarding the expected closing of the acquisition of Virage Logic, the expected impact on Synopsys financial results, benefits of the proposed transaction, and integration of Virage Logic's offering and employees with those of Synopsys. Forward-looking statements are subject to both known and unknown risks and uncertainties that may cause actual results to differ materially from those expressed or implied in the forward-looking statements, and that are outside the control of Synopsys. These risks and uncertainties include, among others: the ability to satisfy the closing conditions to complete the acquisition of Virage Logic; the ability to integrate the acquired business and technologies with our own; the effect of the announcement of the merger on Synopsys' and Virage Logic's respective businesses, including possible delays in customer orders; the potential inability to operate or integrate Virage Logic's business successfully, including the potential loss of customers, key employees, partners or vendors; and uncertain customer demand and support obligations for the new offerings. Other risks and uncertainties that may apply are set forth in the Risk Factors section of Synopsys' most recently filed Quarterly Report on Form 10-Q. Synopsys assumes no obligation to update any forward-looking statement contained in this press release.

Explanatory Note

The following material was presented to employees of Virage Logic on June 10, 2010.

Synopsys to Acquire Virage Logic
June 10,
2010
Joachim Kunkel
Sr. Vice President and GM
Solutions Group

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Synopsys has agreed to acquire Virage for ~\$315M

Complements our current IP portfolio with

embedded memories and std cell libraries

programmable cores for control and multimedia sub-systems

high speed interfaces

Grows our engineering staff and expertise so we can better meet our customers' evolving IP needs

Virage will be merged with Synopsys Solutions Group, headed by Joachim Kunkel, Sr. Vice President and General Manager

We expect the transaction to close in Synopsys' fiscal Q4, following customary regulatory approvals and satisfaction of closing conditions
Synopsys to Acquire Virage Logic

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Cadence
Synopsys
Mentor
Quarterly Revenue

\$M

Magma

Synopsys: A Brief Overview

Synopsys Profile

FY09 Revenue: \$1.36B

Total Backlog:

\$2.20B

(end of FY09)

R&D / Rev.:

>30%

>2,500 R&D engineers

>1,500 tech. consultants

~6,000 employees

~65 offices

Zroute

Faster

Routing

10X Faster

Minchip

optimization

25% Smaller Die

Test Solutions

100 X Reduction

Test Data Volume

Lynx Design

System

Integrated,

Proven

RTL2GDSII Flow

Primetime

Multicore

2X Faster

Golden Signoff

Design

Compiler

Graphical

Predicts, Alleviates

Routing

Congestion

IC Validator

32-nm Design

Rule Check

Galaxy 2009

Multicore

2x-20x Faster

Galaxy

Constraint

Analyzer
Look-Ahead
Constraint
Analysis
Discovery
2009
Multicore
2x-4x Faster
MCMM
2x Faster
Design Closure
Virtual
Prototyping
SuperSpeed
USB 3.0
Models
CustomSim
60X Faster
Timing
Signoff
2X Faster
Closure
Synopsys Innovations
March 2008
February 2010

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Physics
Function
Verification
Verification
Synopsys Business Focus
Solutions Group
(SG)

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Brian Beattie

CFO

Jan Collinson

Sr. VP, HR

Brian Cabrera

General Counsel

Antun Domic

Sr. VP & GM
IG

Paul Lo

Sr. VP & GM
AMSG

John Chilton

Sr. VP

MKTG &

Corp Dev

Joe Logan

Sr. VP

WWS

Deirdre Hanford

Sr. VP

GTS

Manoj Gandhi

Sr. VP & GM

VG

Joachim Kunkel

Sr. VP & GM

SG

Aart de Geus

Chairman & CEO

Chi-Foon Chan

President & COO

Businesses

Field

Howard Ko

Sr. VP & GM

SEG

Infrastructure

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DW Digital IP

DW Analog/Mixed-Signal IP

DW Verification IP

\$123M in Revenue*

Second Largest IP

Vendor*

#1 in Interface IP*

#1 in Analog IP*

700+ IP Engineers

including 450+

Analog/Mixed-Signal

Engineers

Synopsys IP Portfolio

* Source: Gartner (March 2010)

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Enables access to a comprehensive IP portfolio

embedded memories and standard cell libraries

programmable cores for control and
multimedia sub-systems

interface and analog IP

Provides customers with portfolio of high-quality IP,
common licensing terms, and expert integration support

Grows our engineering staff and expertise so we can
better meet our customers' evolving IP needs

Benefits to Our Customers

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Combined IP Revenue*

*simplified accounting for non-overlapping fiscal years

Virage Logic street estimates

Synopsys internal projection

13% CAGR

Revenue

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Organization

The two companies will continue to operate as independent entities until the acquisition closes

Between now and close, the two management teams will explore how to best organize the combined operation

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The Solutions Group Team

Joachim Kunkel

SVP/GM

Solutions Group

Anwar Awad

VP Eng

AMS IP

Ralph Morgan

VP Eng

Digital IP & VIP

Simon Bennett

Director CAE

Digital IP & VIP

John Koeter

VP Marketing

Pierre Bricaud

Director Eng

Helen Gwosden

HR Business Partner

Valerie Minassian

Controller

Eshel

Haritan

VP Eng

Systems

Quick Facts

IP, System-Level Design,

FPGA Implementation,

and Prototyping

~\$250M business

1,200 engineers

Andrew Dauman

VP Eng

FPGA Prototyping

Bob Erickson

Director Eng

HL Synthesis

Jim Robinson

Group Dir Eng

FPGA Synthesis

IP

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Key customers, partners etc. are being informed
by Virage Logic's and Synopsys' management

Outside communication is handled only through
designated Virage and Synopsys spokespersons

No interaction with outside audiences on this topic

no comment on calls or e-mails from the outside

ask them to contact your official spokespersons or
Synopsys

press

Yvette Huygen (yvetteh@synopsys.com)

products

John Koeter (koeter@synopsys.com)

legal/financial

Brian Cabrera (bcabrera@synopsys.com)

Confidentiality

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Until The Acquisition Closes

How Can You Help?

Maintain focus on your responsibilities and projects

Continue supporting your products and customers

Continue driving your business forward

Remember

The two companies will continue to operate as independent entities until the close