

SYNOPSIS INC  
Form S-8  
May 30, 2014

As filed with the Securities and Exchange Commission on May 30, 2014

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

SYNOPSIS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

700 East Middlefield Road

56-1546236  
(I.R.S. Employer  
Identification No.)

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**Mountain View, California 94043**

**(650) 584-5000**

**(Address of Principal Executive Offices, including Zip Code)**

**Synopsys, Inc. 2006 Employee Equity Incentive Plan**

**Synopsys, Inc. Employee Stock Purchase Plan**

**(Full title of the plan)**

**Erika Varga McEnroe**

**Associate General Counsel**

**Synopsys, Inc.**

**700 East Middlefield Road**

**Mountain View, California 94043**

**(650) 584-5000**

**(Name, address, including zip code, and telephone number,  
including area code and address of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

#### **CALCULATION OF REGISTRATION FEE**

**Title of Securities**

**Amount**

<b>to be Registered</b>	<b>to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value per share, issuable under the Synopsys, Inc. 2006 Employee Equity Incentive Plan	7,500,000 shares	\$38.32	\$287,400,000.00	\$37,017.12
Common Stock, \$0.01 par value per share, issuable under the Synopsys, Inc. Employee Stock Purchase Plan	5,000,000 shares	\$38.32	\$191,600,000.00	\$24,678.08

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable in respect of the shares identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and (h) promulgated under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock on May 22, 2014 as reported on the NASDAQ Global Select Market.

### EXPLANATORY NOTE

Synopsys, Inc. (the **Registrant** ) is filing this Registration Statement on Form S-8 relating to (i) 7,500,000 shares of its common stock, par value \$0.01 per share ( **Common Stock** ) issuable to eligible persons under the Synopsys, Inc. 2006 Employee Equity Incentive Plan (the **2006 Plan** ) and (ii) 5,000,000 shares of Common Stock issuable to eligible persons under the Synopsys, Inc. Employee Stock Purchase Plan (the **ESPP** ).

The Registrant previously filed Form S-8 Registration Statements Nos. 333-134899, 333-157791, 333-174587, 333-181875, and 333-189019 (together, the **Prior 2006 Plan Registration Statements** ) relating to shares of Common Stock issuable under the 2006 Plan. The Registrant previously filed Form S-8 Registration Statements Nos. 333-151067, 333-125224, 333-108507, 333-63216, 333-38810, 333-77597, 333-50947, 333-166274, and 333-181875 (together, the **Prior ESPP Registration Statements** ) relating to shares of Common Stock issuable under the ESPP.

This Registration Statement relates to securities of the same class as those to which the Prior 2006 Plan Registration Statements and Prior ESPP Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior 2006 Plan Registration Statements and Prior ESPP Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on May 30, 2014.

**SYNOPSIS, INC.**

By: /s/ ERIKA VARGA McENROE  
Erika Varga McEnroe

Associate General Counsel

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Brian M. Beattie and Erika Varga McEnroe, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their, his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Name	Title	Date
/s/ Aart J. de Geus Aart J. de Geus	Co-Chief Executive Officer (Co-Principal Executive Officer) and Chairman of the Board of Directors	May 30, 2014
/s/ Chi-Foon Chan Chi-Foon Chan	Co-Chief Executive Officer (Co-Principal Executive Officer), President and Director	May 30, 2014
/s/ Brian M. Beattie Brian M. Beattie	Chief Financial Officer (Principal Financial Officer)	May 30, 2014
/s/ Esfandiar Naddaf Esfandiar Naddaf	Vice President, Corporate Controller (Principal Accounting Officer)	May 30, 2014
/s/ Alfred J. Castino Alfred J. Castino	Director	May 30, 2014
/s/ Bruce R. Chizen Bruce R. Chizen	Director	May 30, 2014
/s/ Deborah A. Coleman Deborah A. Coleman	Director	May 30, 2014
/s/ Chrysostomos L. Nikias	Director	May 30, 2014

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Chrysostomos L. Nikias

/s/ John G. Schwarz                      Director                                      May 30, 2014

John G. Schwarz

/s/ Roy Vallee                              Director                                      May 30, 2014

Roy Vallee

/s/ Steven C. Walske                      Director                                      May 30, 2014

Steven C. Walske

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**EXHIBIT INDEX**

<b>Exhibit</b>		<b>Incorporated By Reference</b>				<b>Filed</b>
<b>Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>	<b>Herewith</b>
3.1	Amended and Restated Certificate of Incorporation	10-Q	000-19807	3.1	09/15/03	
3.2	Amended and Restated Bylaws	8-K	000-19807	3.2	05/23/12	
4.1	Specimen Common Stock Certificate	S-1	33-45138	4.3	02/24/92	
					(effective date)	
5.1	Opinion of Cooley LLP					X
10.1	2006 Employee Equity Incentive Plan, as amended	8-K	000-19807	10.24	04/04/14	
10.2	Employee Stock Purchase Plan, as amended	8-K	000-19807	10.12	04/04/14	
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm					X
23.2	Consent of Cooley LLP (contained in Exhibit 5.1)					X
24.1	Power of Attorney (contained on signature page hereto)					X