

SYNOPSYS INC  
Form 8-K  
April 06, 2018

**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**

**Date of Report (date of earliest event reported): April 5, 2018**

**SYNOPSYS, INC.**

**(Exact name of Registrant as specified in charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**000-19807**  
**(Commission**

**File Number)**  
**690 East Middlefield Road**

**56-1546236**  
**(I.R.S. Employer**

**Identification No.)**

**Mountain View, California 94043**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (650) 584-5000**

**N/A**

**(Former name or former address, if changed since last report)**

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(e) Amendment of 2006 Employee Equity Incentive Plan; Amendment of Employee Stock Purchase Plan**

At the 2018 Annual Meeting of Stockholders (the **Annual Meeting**) of Synopsys, Inc. (**Synopsys**) held on April 5, 2018, Synopsys stockholders approved Synopsys 2006 Employee Equity Incentive Plan, as amended (the **Amended Employee Equity Plan**), in order to, among other items, increase the number of shares of common stock available for issuance under the plan by 3,000,000. Synopsys Board of Directors (the **Board**) and the Compensation Committee of the Board previously approved the Amended Employee Equity Plan, subject to such stockholder approval. Synopsys executive officers are eligible to participate in the Amended Employee Equity Plan.

At the Annual Meeting, Synopsys stockholders also approved an amendment to Synopsys Employee Stock Purchase Plan (the **Amended ESPP**) primarily to increase the number of shares of common stock available for future issuance under the plan by 5,000,000. The Board and the Compensation Committee previously approved the Amended ESPP, subject to such stockholder approval. Synopsys executive officers are eligible to participate in the Amended ESPP.

Summaries of the Amended Employee Equity Plan and the Amended ESPP are set forth in Synopsys definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on February 16, 2018 (the **Proxy Statement**). Those summaries and the above descriptions of the Amended Employee Equity Plan and Amended ESPP do not purport to be complete and are qualified in their entirety by reference to the Amended Employee Equity Plan and Amended ESPP, which are filed as Exhibits 10.4 and 10.7, respectively, to this Current Report on Form 8-K and are each incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

**(a)(b) Stockholder Meeting Results**

As described in Item 5.02(e) above, Synopsys held its Annual Meeting on April 5, 2018. As of the record date, February 9, 2018, 148,957,915 shares of Synopsys common stock were outstanding and entitled to vote at the Annual Meeting. A total of 130,614,597 shares of Synopsys common stock, constituting a quorum, were represented in person or by proxy at the Annual Meeting.

Synopsys stockholders voted on five proposals at the Annual Meeting. The proposals are further described in the Proxy Statement. The final results of the votes regarding each proposal are set forth below.

**Proposal 1:** Synopsys stockholders elected ten directors to Synopsys Board, to serve until the next annual meeting of stockholders or until their successors are elected. The voting results regarding this proposal are set forth below:

	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Aart J. de Geus	112,651,968	6,505,596	11,457,033
Chi-Foon Chan	117,260,751	1,896,813	11,457,033
Janice D. Chaffin	118,975,760	181,804	11,457,033
Bruce R. Chizen	111,665,244	7,492,320	11,457,033
Mercedes Johnson	118,207,824	949,740	11,457,033
Chrysostomos L. Max Nikias	118,616,606	540,958	11,457,033
John Schwarz	117,007,806	2,149,758	11,457,033

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Roy Vallee	115,005,483	4,152,081	11,457,033
Steven C. Walske	111,582,104	7,575,460	11,457,033

**Proposal 2:** As described in Item 5.02(e) above, Synopsys stockholders approved the Amended Employee Equity Plan in order to, among other items, increase the number of shares of common stock available for issuance under the plan by 3,000,000. The Amended Employee Equity Plan is filed as Exhibit 10.4 to this Current Report on Form 8-K. The voting results regarding this proposal are set forth below:

For:	107,034,515
Against:	12,033,956
Abstain:	89,093
Broker Non-Votes:	11,457,033

**Proposal 3:** As described in Item 5.02(e) above, Synopsys stockholders approved the Amended ESPP primarily to increase the number of shares of common stock available for issuance under the plan by 5,000,000. The Amended ESPP is filed as Exhibit 10.7 to this Current Report on Form 8-K. The voting results regarding this proposal are set forth below:

For:	118,468,052
Against:	648,810
Abstain:	40,702
Broker Non-Votes:	11,457,033

**Proposal 4:** Synopsys stockholders approved, on an advisory basis, the compensation of Synopsys named executive officers as disclosed in the Proxy Statement. The voting results regarding this proposal are set forth below:

For:	110,854,208
Against:	8,157,454
Abstain:	145,902
Broker Non-Votes:	11,457,033

**Proposal 5:** Synopsys stockholders ratified the selection of KPMG LLP as Synopsys independent registered public accounting firm for the fiscal year ending November 3, 2018. The voting results regarding this proposal are set forth below:

For:	127,709,713
Against:	2,853,585
Abstain:	51,299

## Item 9.01 Financial Statements and Exhibits.

### (d) Exhibits

Exhibit	
Number	Description
10.4	<u>2006 Employee Equity Incentive Plan, as amended</u>
10.5	<u>Form of Restricted Stock Unit Grant Notice and Award Agreement under 2006 Employee Equity Incentive Plan</u>
10.6	<u>Form of Notice of Grant of Stock Options and Option Agreement under 2006 Employee Equity Incentive Plan</u>
10.7	<u>Employee Stock Purchase Plan, as amended</u>

**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.

**SYNOPSYS, INC.**

Dated: April 6, 2018

By: /s/ JOHN F. RUNKEL, JR.  
**John F. Runkel, Jr.**  
**General Counsel and Corporate Secretary**