

SYNOPSYS INC
Form 8-K
April 08, 2013

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 3, 2013

SYNOPSYS, INC.

(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

000-19807
(Commission

56-1546236
(I.R.S. Employer

File Number)
700 East Middlefield Road

Identification No.)

Mountain View, California 94043

(Address of principal executive offices)

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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))

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**

At the 2013 Annual Meeting of Stockholders (the **Annual Meeting**) of Synopsys, Inc. (**Synopsys**) held on April 3, 2013, Synopsys stockholders approved Synopsys 2006 Employee Equity Incentive Plan, as amended (the **Amended Equity Plan**), in order to, among other items, increase the number of shares of common stock available for issuance under the plan by 5,000,000 shares. Synopsys Board of Directors and the Compensation Committee of the Board of Directors previously approved the Amended Equity Plan, subject to such stockholder approval. Synopsys executive officers are eligible to participate in the Amended Equity Plan.

A summary of the Amended Equity Plan is set forth in Synopsys definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on February 15, 2013 (the **Proxy Statement**). That summary and the above description of the Amended Equity Plan do not purport to be complete, and are qualified in their entirety by reference to the Amended Equity Plan, which is filed as Exhibit 10.24 to this Current Report on Form 8-K and incorporated herein by reference.

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

As described in Item 5.02(e) above, Synopsys held its Annual Meeting on April 3, 2013. As of the record date, February 4, 2013, 151,997,456 shares of Synopsys common stock were outstanding and entitled to vote at the Annual Meeting. A total of 141,125,243 shares of Synopsys common stock, constituting a quorum, were represented in person or by proxy at the Annual Meeting.

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

Proposal 1: Synopsys stockholders elected nine directors to Synopsys Board of Directors, 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:

	For	Withhold	Broker Non-Votes
Aart J. de Geus	125,703,516	5,650,738	9,770,989
Chi-Foon Chan	128,721,195	2,633,059	9,770,989
Alfred Castino	130,743,393	610,861	9,770,989
Bruce R. Chizen	128,393,386	2,960,868	9,770,989
Deborah A. Coleman	127,691,204	3,663,050	9,770,989
Chrysostomos L. Max Nikias	130,326,734	1,027,520	9,770,989
John G. Schwarz	130,067,605	1,286,649	9,770,989
Roy Vallee	130,638,423	715,831	9,770,989
Steven C. Walske	128,385,160	2,969,094	9,770,989

Proposal 2: As described in Item 5.02(e) above, Synopsys stockholders approved the Amended Equity Plan in order to, among other items, increase the number of shares of common stock available for issuance under the plan by 5,000,000 shares. The Amended Equity Plan is filed as Exhibit 10.24 to this Current Report on Form 8-K. The voting results regarding this proposal are set forth below:

For:	118,080,997
Against:	13,212,651
Abstain:	60,606
Broker Non-Votes:	9,770,989

Proposal 3: 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:	129,410,389
Against:	1,825,826
Abstain:	118,039
Broker Non-Votes:	9,770,989

Proposal 4: Synopsys stockholders ratified the selection of KPMG LLP as Synopsys independent registered public accounting firm for the fiscal year ending November 2, 2013. The voting results regarding this proposal are set forth below:

For:	138,583,213
Against:	2,479,733
Abstain:	62,297

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.24	2006 Employee Equity Incentive Plan, as amended

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 8, 2013

By:

/s/ **BRIAN E. CABRERA**
Brian E. Cabrera
Vice President, General Counsel and
Corporate Secretary

INDEX TO EXHIBITS

Exhibit Number	Description
10.24	2006 Employee Equity Incentive Plan, as amended