
**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 8, 2021

SYNOPSYS, INC.
(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

000-19807
(Commission
File Number)

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

690 East Middlefield Road
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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value of \$0.01 per share)	SNPS	Nasdaq Global Select Market

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 ☐

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

At the 2021 Annual Meeting of Stockholders (the “**Annual Meeting**”) of Synopsys, Inc. (“**Synopsys**”) held on April 8, 2021, 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 Amended Employee Equity Plan by 4,700,000. 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.

A summary of the Amended Employee Equity Plan is set forth in Synopsys’ definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on February 18, 2021 (the “**Proxy Statement**”). The summary and the description above of the Amended Employee Equity Plan do not purport to be complete and are qualified in their entirety by reference to the Amended Employee Equity Plan, which is filed as Exhibit 10.4 to this Current Report on Form 8-K and is 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 8, 2021. As of the record date of February 9, 2021, 152,368,887 shares of Synopsys common stock were outstanding and entitled to vote at the Annual Meeting. A total of 135,064,363 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 nine 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:

	For	Against	Abstain	Broker Non-Votes
Aart J. de Geus	113,793,537	10,612,881	880,623	9,777,322
Chi-Foon Chan	123,362,280	1,889,278	35,483	9,777,322
Janice D. Chaffin	119,638,552	5,589,504	58,985	9,777,322
Bruce R. Chizen	106,437,417	18,788,765	60,859	9,777,322
Mercedes Johnson	123,564,545	1,663,411	59,085	9,777,322
Chrysostomos L. “Max” Nikias	123,628,306	1,593,770	64,965	9,777,322
Jeannine P. Sargent	125,108,578	119,703	58,760	9,777,322
John Schwarz	119,682,187	5,543,702	61,152	9,777,322
Roy Vallee	116,088,260	9,138,313	60,468	9,777,322

Proposal 2: 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 Amended Employee Equity Plan by 4,700,000. 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:	115,899,878
Against:	9,314,173
Abstain:	72,990
Broker Non-Votes:	9,777,322

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:	115,149,290
Against:	10,037,750
Abstain:	100,001
Broker Non-Votes:	9,777,322

Proposal 4: Synopsys' stockholders ratified the selection of KPMG LLP as Synopsys' independent registered public accounting firm for the fiscal year ending October 31, 2021. The voting results regarding this proposal are set forth below:

For:	130,507,898
Against:	4,510,641
Abstain:	45,824
Broker Non-Votes:	0

Proposal 5: Synopsys' stockholders did not approve the stockholder proposal regarding special stockholder meetings. The voting results regarding this proposal are set forth below:

For:	55,149,631
Against:	69,826,045
Abstain:	311,365
Broker Non-Votes:	9,777,322

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.4	2006 Employee Equity Incentive Plan, as amended
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

SYNOPSIS, INC.

Dated: April 12, 2021

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