

SYNAPTICS INC
Form 424B3
August 12, 2005

**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-122348**

**Prospectus Supplement No. 5
to Prospectus Dated June 2, 2005**

\$125,000,000

**0.75% Convertible Senior Subordinated Notes due 2024
and the Common Stock Issuable Upon Conversion of the Notes**

This prospectus supplement no. 5 relates to the resale by selling securityholders of Synaptics Incorporated's 0.75% Convertible Senior Subordinated Notes due 2024 and the shares of our common stock issuable upon conversion of the notes. You should read this prospectus supplement no. 5 in conjunction with the prospectus dated June 2, 2005 as supplemented by prospectus supplement no. 1 dated July 1, 2005, prospectus supplement no. 2 dated July 13, 2005, prospectus supplement no. 3 dated July 27, 2005, and prospectus supplement no. 4 dated August 4, 2005. This prospectus supplement is not complete without, and may not be delivered or used except in conjunction with, the prospectus, including any amendments or supplements to it. This prospectus supplement is qualified by reference to the prospectus as supplemented to date, except to the extent that the information provided by this prospectus supplement supersedes the information contained in the prospectus as supplemented to date.

Investing in the notes and our common stock involves significant risks. See Risk Factors beginning on page 9 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of the prospectus or this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is August 12, 2005.

The following information amends and supplements the table set forth under the caption Selling Securityholders beginning on page 70 of the prospectus by adding information with respect to a selling securityholder not previously listed in the prospectus. This information was furnished to us by the selling securityholder listed below as of or prior to the date of this prospectus supplement. No additional notes or shares of our common stock are being offered for resale under the prospectus.

Name of Selling Securityholder	Principal Amount of Notes That May Be Sold	Percentage of Total Notes Outstanding	Number of Conversion Shares That May be Sold(1)	Percentage of Common Stock Outstanding(2)
TCW Group Inc. (37)	\$7,820,000	6.3%	154,771	*

* Less than 1%

- (1) Assumes conversion of the full amount of notes held by such selling securityholder into common stock at the initial conversion rate of 19.7918 shares of common stock per \$1,000 principal of notes. Except as otherwise indicated, also assumes that the selling securityholder or any future transferees, pledgees, donees, or successors of or from such selling securityholder do not beneficially own any common stock other than the common stock issuable upon conversion of the notes. The conversion rate and the number of shares of common stock issuable upon conversion of the notes are subject to adjustment under certain circumstances. Accordingly, the number of shares of common stock issuable upon conversion of the notes may increase or decrease from time to time. Under the terms of the Indenture, we will pay cash in lieu of issuing fractional shares upon conversion of notes; accordingly, the schedule does not reflect fractional shares. See Description of Notes Conversion Rights.
- (2) Calculated based upon 26,371,425 shares of common stock outstanding as of March 31, 2005. In calculating the percentage of ownership, all shares of common stock that the identified person had the right to acquire upon conversion of such persons' notes are deemed to be outstanding for the purpose of computing the percentage of the shares of common stock owned by such person, but are not deemed to be outstanding for the purpose of computing the percentage of the shares of common stock owned by any other person.
- (37) Mr. Thomas Lyon has voting and dispositive power with respect to the securities held by this selling securityholder.