

CHAN CHI-FOON

Form 4

December 14, 2018

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHAN CHI-FOON

(Last) (First) (Middle)

690 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
SYNOPSIS INC [SNPS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Co-CEO &amp; President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/12/2018                              |                                                             | M                                    | 6,215 A                                                                 | \$ 0 217,300                                                                                                       | D                                                                    |                                         |
| Common<br>Stock                       | 12/12/2018                              |                                                             | F                                    | 3,082<br>(1) D                                                          | \$ 89.76 214,218                                                                                                   | D                                                                    |                                         |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |       | 7. Title of Underlying Security (Instr. 3) |                 |              |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------|--------------------------------------------|-----------------|--------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)   | Date Exercisable                           | Expiration Date | Title        |
| Non-Qualified Stock Option (right to buy)  | \$ 89.76                                               | 12/12/2018                           |                                                    | A <sup>(2)</sup>               |                                                                                         | 104,646                                                  |       | 12/12/2019 <sup>(3)</sup>                  | 12/12/2025      | Common Stock |
| Restricted Stock Units                     | \$ 0                                                   | 12/12/2018                           |                                                    | A <sup>(4)</sup>               |                                                                                         | 24,859                                                   |       | 12/12/2018 <sup>(5)</sup>                  | 12/08/2021      | Common Stock |
| Restricted Stock Units                     | \$ 0                                                   | 12/12/2018                           |                                                    | D                              |                                                                                         |                                                          | 6,215 | 12/12/2018 <sup>(5)</sup>                  | 12/08/2021      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                    |       |
|-----------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                       | Director      | 10% Owner | Officer            | Other |
| CHAN CHI-FOON<br>690 EAST MIDDLEFIELD ROAD<br>MOUNTAIN VIEW, CA 94043 | X             |           | Co-CEO & President |       |

## Signatures

By: POA pursuant Christina Escalante-Dutra For: Chi-Foon Chan

12/14/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the performance restricted stock unit award. The Compensation Committee approved the disposition of shares by the award holder and the amount retained by the Company was not in excess of the amount of the tax liability.

(2) Grant to reporting person to buy shares of common stock under the Synopsys, Inc 2006 Employee Equity Incentive Plan. The Compensation Committee of the Board of Directors approved an option grant value of \$2,225,000, with the number of shares subject to the option to be determined by dividing that amount by the fair value of an option to acquire a share of Synopsys common stock on the grant date using the Black-Scholes option pricing model.

(3) 1/4 of the grant becomes exercisable one year after grant date with the remainder becoming exercisable in a series of 12 equal quarterly installments thereafter.

(4) On 12/08/17 the Compensation Committee of the Board of Directors approved a Restricted Stock Unit grant value of \$2,250,000, with the number of granted Restricted Stock Units to be determined by dividing that amount by the closing price of Synopsys common stock on the grant date. The vesting of such Restricted Stock Units was based on satisfaction of certain performance criteria for the fiscal year ending 11/03/18. The performance criteria were met.

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(5) 25% of the units vest on the date shown followed by three equal annual installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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