

SYNOPSIS INC  
Form 4  
May 27, 2015

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Naddaf Esfandiar

(Last) (First) (Middle)  
700 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)  
05/22/2015

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)  
VP, Controller

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 05/22/2015                           |  | M                              |   | 1,563   | A  | \$ 26.56  |
|                                 |                                      |  |                                |   |   |  | 8,429   |
| Common Stock                    | 05/22/2015                           |  | S                              |   | 1,563   | D  | \$ 49.3532  |
|                                 |                                      |  |                                |   |   |  | 6,866   |
| Common Stock                    | 05/22/2015                           |  | M                              |   | 3,750   | A  | \$ 27.65  |
|                                 |                                      |  |                                |   |   |  | 10,616  |
| Common Stock                    | 05/22/2015                           |  | S                              |   | 3,750   | D  | \$ 49.3532  |
|                                 |                                      |  |                                |   |   |  | 6,866   |
|                                 | 05/22/2015                           |  | M                              |   | 3,750   | A  | \$ 32.38  |
|                                 |                                      |  |                                |   |   |  | 10,616  |

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Common  
Stock

|                 |            |   |       |   |                             |        |   |
|-----------------|------------|---|-------|---|-----------------------------|--------|---|
| Common<br>Stock | 05/22/2015 | S | 3,750 | D | \$<br>49.3532<br><u>(1)</u> | 6,866  | D |
| Common<br>Stock | 05/22/2015 | M | 6,000 | A | \$ 38.07                    | 12,866 | D |
| Common<br>Stock | 05/22/2015 | S | 6,000 | D | \$<br>49.3532<br><u>(1)</u> | 6,866  | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 and Amount of Underlying Security (Instr. 3 and 4) |                  |                 |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 26.56   | 05/22/2015                           |  | M                              | 1,563   | 12/09/2014   | 12/09/2017  | Common Stock     |                 |       | 1                          |
| Non-Qualified Stock Option (right to buy)  | \$ 27.65   | 05/22/2015                           |  | M                              | 3,750   | 03/08/2012 <sup>(2)</sup>                                | 12/08/2018  | Common Stock     |                 |       | 3                          |
| Non-Qualified Stock Option (right to buy)  | \$ 32.38   | 05/22/2015                           |  | M                              | 3,750   | 03/12/2013 <sup>(2)</sup>                                | 12/12/2019  | Common Stock     |                 |       | 3                          |
| Non-Qualified Stock Option (right to buy)  | \$ 38.07   | 05/22/2015                           |  | M                              | 6,000   | 03/12/2014 <sup>(2)</sup>                                | 12/12/2020  | Common Stock     |                 |       | 6                          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Naddaf Esfandiar<br>700 EAST MIDDLEFIELD ROAD<br>MOUNTAIN VIEW, CA 94043 |               |           | VP,<br>Controller |       |

## Signatures

By: Mary Lai pursuant to POA For: Esfandiar  
Naddaf

05/27/2015

\_\_\_\_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).  
Represents a weighted average sale price per share. These shares were sold in multiple transactions at prices ranging from \$49.35 to \$49.37. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.
- (1) Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.
- (2) Option vests in 16 equal quarterly installments beginning on the date shown.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.