

SYNOPSIS INC  
Form 8-K  
July 14, 2011

**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): July 11, 2011

**SYNOPSIS, INC.**

(Exact name of Registrant as specified in charter)

Delaware  
(State or other jurisdiction

of incorporation)

000-19807  
(Commission

File Number)

700 East Middlefield Road

Mountain View, California 94043

(Address of principal executive offices)

56-1546236  
(I.R.S. Employer

Identification No.)

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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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***(d) Election of Director***

On July 11, 2011, the Board of Directors of Synopsis, Inc. appointed Dr. Chrysostomos L. Nikias, president of the University of Southern California, to serve as a member of Synopsis Board of Directors effective on that date. Dr. Nikias will participate in Synopsis standard non-employee director compensation arrangements, under which he will receive an annual cash retainer of \$125,000 paid quarterly, an initial stock option award for 30,000 shares and an annual equity award with an aggregate value of \$125,000, prorated to reflect his service for a partial year. Dr. Nikias has not been appointed to any committees of the Board of Directors.

The press release announcing the appointment of Dr. Nikias to Synopsis Board of Directors is furnished and attached to this Current Report on Form 8-K as Exhibit 99.1.

***(e) Approval of Form of Indemnification Agreement for Directors and Executive Officers***

On July 11, 2011, Synopsis Board of Directors approved a new form of indemnification agreement for Synopsis and each of its directors and executive officers, which amends and restates in its entirety the indemnification agreements previously entered between Synopsis and such directors and executive officers. Synopsis intends to enter into this form of indemnification agreement with each of its current and future directors and executive officers.

Under the new indemnification agreement, Synopsis agrees to indemnify each of its directors and executive officers, to the fullest extent permitted by law and Synopsis Bylaws, against any claims related to his or her activities as a director, officer, employee or agent of Synopsis. Synopsis also agrees to advance expenses to the indemnified person, and the indemnified person agrees to repay the advanced amount if and to the extent it is ultimately determined that he or she was not entitled to be indemnified by Synopsis.

The above description of the new form of indemnification agreement is qualified in its entirety by reference to the form indemnification agreement attached to this Current Report on Form 8-K as Exhibit 99.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

***(d) Exhibits***

<b>Exhibit Number</b>	<b>Exhibit Title</b>
99.1	Press release dated July 14, 2011, titled Synopsis Appoints Dr. C.L. Max Nikias to its Board of Directors.
99.2	Form of Indemnification Agreement for directors and executive officers.

**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.

**SYNOPSIS, INC.**

Dated: July 14, 2011

By: /s/ Brian E. Cabrera  
Brian E. Cabrera  
Vice President, General Counsel and  
Corporate Secretary

**INDEX TO EXHIBITS**

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