

SYNOPSYS INC  
Form SC TO-C  
March 30, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**  
**(Rule 13e-4)**

*Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934*

**SYNOPSYS, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Options to Purchase Common Stock, Par Value \$0.01 Per Share**

(Title of Class of Securities)

**871607 10 7**

(CUSIP Number of Class of Securities of Underlying Common Stock)

**Aart J. de Geus**  
**Chief Executive Officer**  
**Synopsys, Inc.**  
**700 E. Middlefield Road**  
**Mountain View, California 94043**  
**(650) 584-5000**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

*Copies to:*

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**Palo Alto, CA 94306-2155**  
**(650) 843-5000**

**CALCULATION OF REGISTRATION FEE**

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**Transaction Valuation\***

**Amount of Filing Fee\***

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Not applicable

Not applicable

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No filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	Not applicable	Filing Party:	Not applicable
Form or Registration No.:	Not applicable	Date Filed:	Not applicable

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

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third party tender offer subject to Rule 14d-1.

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Issuer tender offer subject to Rule 13e-4.

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going-private transaction subject to Rule 13e-3.

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amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

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Attached are Synopsys, Inc.'s Notice of Annual Meeting of Stockholders and Preliminary Proxy Statement for its Annual Meeting of Stockholders tentatively scheduled for May 11, 2005 and the related materials filed with the Securities and Exchange Commission in conjunction with the Notice of Annual Meeting of Stockholders and Preliminary Proxy Statement (the "Proxy Materials"). The Proxy Materials contain a proposal submitted for the approval of Synopsys' stockholders authorizing a program that will permit Synopsys' eligible employees to exchange options issued under Synopsys' 1992 Stock Option Plan and 1998 Nonstatutory Stock Option Plan with an exercise price equal to or greater than \$25.00 per share (the "Eligible Options"), for a lesser number of options (the "New Options") to be granted, at the earliest, by the end of June 2005. The Option Exchange Program is open to all of Synopsys' eligible employees and the employees of Synopsys' participating subsidiaries. Members of Synopsys' Board and Synopsys' executive officers will not be eligible to participate. The New Options will have an exercise price per share equal to the closing price of Synopsys' common stock as reported on the Nasdaq National Market on the date the New Options are granted. The ratio of exchanged options to New Options will vary from 1.6 to 2.8.

The Proxy Materials do not constitute an offer to holders of options to purchase Synopsys' common stock to exchange their options. In the event Synopsys' stockholders approve the Option Exchange Program, the Option Exchange Program may be commenced at such time as determined in the discretion of Synopsys' Board of Directors, which may choose not to implement the Option Exchange Program.

**At the time the Option Exchange Program has commenced, Synopsys will provide option holders who are eligible to participate in the exchange with written materials explaining the precise terms and timing of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read these written materials carefully when they become available because they will contain important information about the Option Exchange Program. Synopsys will also file these written materials with the Securities and Exchange Commission as part of a tender offer statement upon the commencement of the Option Exchange Program. Synopsys stockholders and option holders will be able to obtain these written materials and other documents filed by Synopsys with the Securities and Exchange Commission free of charge from the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).**

### ITEM 12. EXHIBITS.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Proxy Statement for 2005 Annual Stockholders Meeting
99.2	Text of message to Synopsys employees from Aart J. de Geus, Chief Executive Officer of Synopsys, posted on Synopsys' intranet on March 30, 2005
99.3	Employee Frequently Asked Questions (FAQ), dated March 30, 2005