EASTMAN KODAK CO
Form SC 13D/A
May 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Eastman Kodak Company

(Name of Issuer)

Common Stock, $0.01 par value per share

(Title of Class of Securities)

277461 40 6

(CUSIP Number)

Emanuel J. Adler

Blank Rome LLP

405 Lexington Avenue

New York, New York 10174

(212) 885-5000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 24, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

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1	NAMES OF REPORTING PERSONS. Moses Marx
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	**7**	SOLE VOTING POWER 5,988,656[1]
	8	SHARED VOTING POWER

PERSON

WITH: 0

SOLE DISPOSITIVE POWER

9

5,988,656[1]

10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,988,656[1]

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.01%[2]

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

[1] Includes 246,574 shares of Common Stock (as defined in Item 1) and shares underlying 171,440 Warrants (as defined in Item 1) held directly; 3,139,741 shares of Common Stock held by Momar Corporation; 1,519,646 shares of Common Stock and shares underlying 121,626 Warrants held by United Equities Commodities Company; 614,041 shares of Common Stock and shares underlying 5,588 Warrants held by Marneu Holding Company; and 170,000 shares of Common Stock held by 111 John Realty Corp.

[2] The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5) and is calculated assuming that the Warrants held by the Reporting Person, if any, but no other Warrants, have been exercised.

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1	NAMES OF REPORTING PERSONS. Momar Corporation
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC OO
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 3,139,741
	8	SHARED VOTING POWER

WITH:

0
SOLE DISPOSITIVE POWER

9

3,139,741
10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,139,741
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.40%[1]
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

[1] The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5).

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NAMES OF REPORTING PERSONS.

1

Marneu Holding Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
2
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 619,629[1]

WITH: SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

619,629[1]

10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

619,629[1]

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.46%[2]

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

[1] Includes Shares underlying 5,588 Warrants.

[2] The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5) and is calculated assuming that the Warrants (as defined in Item 1) held by the Reporting Person, if any, but no other Warrants, have been exercised.

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1	NAMES OF REPORTING PERSONS. United Equities Commodities Company
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	**7**	SOLE VOTING POWER 1,641,272[1]
	8	SHARED VOTING POWER

0
SOLE DISPOSITIVE POWER

9

1,641,272[1]
SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,641,272[1]
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.86%[2]
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

[1] Includes shares underlying 121,626 Warrants.

[2] The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5) and is calculated assuming that the Warrants (as defined in Item 1) held by the Reporting Person, if any, but no other Warrants, have been exercised.

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1	NAMES OF REPORTING PERSONS. 111 John Realty Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	**7**	SOLE VOTING POWER 170,000

REPORTING
PERSON
WITH:

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

170,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

170,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

.40%[1]

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

[1] The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5).

1	NAMES OF REPORTING PERSONS. K.F. Investors LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	**7**	SOLE VOTING POWER 606,417

WITH: SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

606,417

10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

606,417

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.43%[1]

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

[1] The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5) and is calculated assuming that the Warrants (as defined in Item 1) held by the Reporting Person, if any, but no other Warrants, have been exercised.

Item 1. Security and Issuer.

This Amendment No. 1 amends the statement on Schedule 13D filed on September 13, 2013 (the "Statement") relating to the common stock, $0.01 par value per share ("Common Stock"), of Eastman Kodak Company, a New Jersey corporation (the "Issuer"), net-share settled warrants to purchase Common Stock at an exercise price of $14.93 per share (the "125% Warrants") and net-share settled warrants to purchase Common Stock at an exercise price of $16.12 per share (the "135% Warrants" and, together with the 125% Warrants, the "Warrants"). The address of the Issuer's principal executive offices is 343 State Street, Rochester, New York, NY 14650.

Item 2. Identity and Background.

(a) This Statement is being filed by Moses Marx, an individual, Momar Corporation, a New York corporation ("Momar"), Marneu Holding company, a New York general partnership ("Marneu"), United Equities Commodities Company, a New York general partnership ("UECC"), 111 John Realty Corp., a New York corporation ("111 John") and K.F. Investors LLC, a New York limited liability company ("KF Investors"). The individual and entities hereinabove set forth (collectively, the "Reporting Persons") are making this single, joint filing because they have agreed to act as a "group" within the meaning of Section 13(d)(3) of the Exchange Act. Information regarding Mr. Marx and Momar in response to Item 2 of Schedule 13D has been previously submitted in the prior filing of this Schedule 13D. Set forth below is such information regarding Marneu, UECC, 111 John and KF Investors. The business address for the persons named in Item 2(a) is 160 Broadway, New York, NY 10038.

(b)–(c)

Marneu is a New York general partnership. Pursuant to Instruction C to Schedule 13D, the general partners of Marneu are Moses Marx and United Equities Realty Associates, a New York general partnership, the general partners of which are Mr. Moses Marx, Dr. Joseph Fink and Mr. Philippe Katz. Mr. Marx holds a direct and indirect 75% general partnership interest in Marneu. Mr. Marx is principally employed as a private investor and his principal business address is 160 Broadway, New York, New York 10038.

UECC is a New York general partnership. Pursuant to Instruction C to Schedule 13D, the general partners of UECC are Mr. Marx, Dr. Fink and Mr. Katz. Mr. Marx holds a 99% general partnership interest in UECC.

111 John is a New York corporation. Pursuant to Instruction C to Schedule 13D, Mr. Marx, Dr. Fink and Mr. Katz comprise the Board of Directors and are President, Treasurer and Secretary, respectively of 111 John.

KF Investors is a New York limited liability company. Pursuant to Instruction C to Schedule 13D, the Manager of KF Investors is Mr. Katz. Mr. Marx has no ownership interest in nor any control of KF Investors.

(d) During the last five years, none of the persons named in Item 2(a) above was convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors.

(e) During the last five years, none of the persons named in Item 2(a) above was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) All individuals named herein are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

All securities described in this Schedule 13D were acquired by the respective Reporting Persons using their own funds.

Item 4. Purpose of Transaction.

Except as discussed in this Statement, none of the persons named in Item 2(a) above has any present plans or proposals which relate to or would result in any of the following:

(a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;

(c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;

(d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(e) Any material change in the present capitalization or dividend policy of the Issuer;

(f) Any other material change in the Issuer’s business or corporate structure;

(g) Changes in the Issuer’s charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;

(h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

(j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a)-(b) All percentages set forth in this Schedule 13D are based on the Issuer’s 42,451,096 shares of Common Stock outstanding as of March 29, 2017, as reported on the Issuer’s Form DEF 14A filed with the Securities and Exchange Commission on April 10, 2017 (“Form DEF 14A”), and are calculated assuming that the Warrants held by the Reporting Persons, but no other Warrants, have been exercised. The Information set forth in rows 7-13 of each Cover Page of this Schedule 13D is hereby incorporated by reference.

Each of the Reporting Persons expressly declares that this filing shall not be construed as an admission that such Reporting Person is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing other than those reported as owned by such Reporting Person directly.

None of the persons named in Item 2(a) above beneficially own any other shares of Common Stock or Warrants of the Issuer.

(c) On April 24, 2017, pursuant to a Purchase and Sale Agreement entered into on that date (the "Purchase and Sale Agreement"), Marneu purchased 606,000 shares of Common Stock, and KF Investors purchased 606,417 shares of Common Stock, from certain funds managed by BlueMountain Capital Management, LLC, at a purchase price of $10.75 per share, in private transactions. Except for the shares of Common Stock acquired in the transactions described in this Statement, none of the persons named in Item 2(a) above has effected any transaction in shares of Common Stock during the 60 days preceding the date of this Statement.

(d) Each of the Reporting Persons affirms that no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock owned by the Reporting Persons.

(e) It is inapplicable for the purposes hereof to state the date on which the Reporting Persons ceased to be the owners of more than five percent of the Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to **Securities of the Issuer**.

Other than as indicated elsewhere in this Statement, none of the persons named in Item 2(a) above is a party to any contract, arrangement, understanding, or relationship described in Item 6 of Schedule 13D.

Item 7. Material to Be Filed as Exhibits:

Exhibit 1 Purchase and Sale Agreement.

Exhibit 2 Joint Filing Agreement.

Signatures

After reasonable inquiry and to the best of each undersigned’s knowledge and belief, each undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: 5/2/17 /s/ Moses Marx
MOSES MARX

Date: 5/2/17 **MOMAR CORPORATION**

By: /s/ Moses Marx
Name: Moses Marx
Title: President

Date: 5/2/17 **MARNEU HOLDING COMPANY**

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Partner

Date: 5/2/17 **UNITED EQUITIES COMMODITIES COMPANY**

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Partner

Date: 5/2/17 **111 JOHN REALTY CORP.**

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Secretary

Date: 5/2/17 **K.F. INVESTORS LLC**

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Manager

gnize revenue when customer installments are due and payable. In the case of a TSL, we recognize revenue ratably even if the fee is fixed or determinable, due to the fact that VSOE for maintenance services does not exist for a TSL and due to revenue recognition criteria relating to arrangements that include rights to exchange products or receive unspecified future technology.

- *Collectibility is Probable.* We judge collectibility of the arrangement fees on a customer-by-customer basis pursuant to our credit review policy. We typically sell to customers with whom we have a history of successful collection. For a new customer, or when an existing customer substantially expands its commitments to us, we evaluate the customer s financial position and ability to pay and typically assign a credit limit based on that review. We increase the credit limit only after we have established a successful collection history with the customer. If we determine at any time that collectibility is not probable under a particular arrangement based upon our credit review process or the customer s payment history, we recognize revenue under that arrangement as customer payments are actually received.

Income Taxes. We calculate our current and deferred tax provisions in accordance with SFAS No. 109, *Accounting for Income Taxes* (SFAS 109). Our estimates and assumptions used in such provisions may differ from the actual results as reflected in our income tax returns and we record the required adjustments when they are identified and resolved.

We recognize deferred tax assets and liabilities for the temporary differences between the book and tax bases of assets and liabilities using enacted tax rates in effect for the year in which we expect the differences to reverse. We record a valuation allowance to reduce the deferred tax assets to the amount that is more likely than not to be realized. In evaluating our ability to utilize our deferred tax assets, we consider all available positive and negative evidence, including our past operating results, the existence of cumulative losses in the most recent fiscal years and our forecast of future taxable income on a jurisdiction by jurisdiction basis, as well as feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates we are using to manage the underlying businesses. We believe that the net deferred tax assets of approximately $293 million that are recorded on our balance sheet will ultimately be realized. However, if we determine in the future that it is more likely than not we will not be able to realize a portion or the full amount of deferred tax assets, we would record an adjustment to the deferred tax asset valuation allowance as a charge to earnings in the period such determination is made.

We adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109* (FIN 48) and FASB Staff Position No. 48-1 (FSP FIN 48-1) in the first quarter of fiscal 2008. The interpretation contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS 109. The first step is to evaluate the tax position for recognition by determining whether it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. In May 2007, the FASB issued FSP FIN 48-1 which amended FIN 48 to provide guidance about how an enterprise should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits. Under FSP FIN 48-1, a tax position could be effectively settled on completion of an examination by a taxing authority if certain other conditions are satisfied.

Included in our net deferred tax assets are federal foreign tax credits of approximately $65 million, of which approximately $60 million will expire from fiscal 2013 through 2017. Foreign tax credits can only be carried forward ten years, unlike net operating loss and federal research credit carryforwards that have a twenty year carryforward period. Our ability to utilize foreign tax credits is dependent upon having sufficient foreign source income during the carryforward period. Our ability to maintain the deferred tax credit requires significant judgment in forecasting our future foreign source income.

We have capital loss carryforwards of approximately $17.8 million resulting in a $7.1 million deferred tax asset which will expire in fiscal years 2010 through 2013 if not utilized to offset capital gain net income. Federal capital losses can only be carried forward five years. We have provided a valuation allowance on the tax benefit of such losses to the extent they are not expected to be used to offset capital gain net income.

We have not provided taxes for undistributed earnings of our foreign subsidiaries (except for certain acquired subsidiaries that we plan to liquidate or dissolve) because we plan to reinvest such earnings indefinitely outside the United States. If the cumulative foreign earnings exceed the amount we intend to reinvest in foreign countries in the future, we would provide for taxes on such excess amount.

In addition, the calculation of tax liabilities involves the inherent uncertainty associated with the application of complex tax laws. We are also subject to examination by various taxing authorities. We believe we have adequately provided in our financial statements for potential additional taxes. If we ultimately determine that payment of these amounts is unnecessary, we would reverse the liability and recognize the tax benefit in the period in which we determine that the liability is no longer necessary. If an ultimate tax assessment exceeds our estimate of tax liabilities, we would record an additional charge to earnings. See Part II, Item 1 Legal Proceedings, Part II, Item 1A. Risk Factors *We have received a Revenue Agent s Report from the Internal Revenue Service claiming a significant increase in our U.S. taxable income. An adverse outcome could have a material effect on our results of operations and financial condition,* below, and Note 12 of *Notes to Unaudited Condensed Consolidated Financial Statements* for a discussion of a Revenue Agent s Report from the Internal Revenue Service (IRS) we received in June 2005 asserting a very large net increase to our U.S. tax arising from the audit of fiscal years 2000 and 2001.

Results of Operations

Every seven years we have one extra week in our fiscal year that occurs in our first quarter. The first three months of fiscal 2007 contained that extra week and accordingly this year s first three months did not include the additional week. The extra week in the first quarter of fiscal 2007 attributed to approximately $18.7 million of additional revenues related primarily to time-based licenses and approximately $17.2 millon of additional expenses as discussed in cost of revenue and operating expenses below.

Revenue Background

We generate our revenue from the sale of software licenses, maintenance and professional services. Under current accounting rules and policies, we recognize revenue from orders we receive for software licenses and services at varying times. In most instances, we recognize revenue on a TSL software license order over the license term and on a term or perpetual software license order in the quarter in which the license is shipped. Substantially all of our current time-based licenses are TSLs with an average license term of approximately three years. Maintenance orders normally bring in revenue ratably over the maintenance period (normally one year). Professional service orders generally turn into revenue upon completion and customer acceptance of contractually agreed milestones. A more complete description of our revenue recognition policy can be found above under *Critical Accounting Policies and Estimates*.

Our revenue in any fiscal quarter is equal to the sum of our time-based license, upfront license, maintenance and professional service revenue for the period. We derive time-based license revenue in any quarter largely from TSL orders received and delivered in prior quarters. We derive upfront license revenue directly from term and perpetual license orders mostly booked and shipped during the quarter. We derive maintenance revenue in any quarter largely from maintenance orders received in prior quarters since our maintenance orders generally yield revenue ratably over a term of one year. We also derive professional service revenue primarily from orders received in prior quarters, since we recognize revenue from professional services when those services are delivered and accepted, not when they are booked.

Our license revenue is sensitive to the mix of TSLs and perpetual or term licenses delivered during a reporting period. A TSL order typically yields lower current quarter revenue but contributes to revenue in future periods. For example, a $120,000 order for a three-year TSL shipped on the last day of a quarter typically generates no revenue in that quarter, but $10,000 in each of the twelve succeeding quarters. Conversely, perpetual licenses and term licenses with greater than 75% of the license fee due within one year from shipment typically generate current quarter revenue but no future revenue (e.g., a $120,000 order for a perpetual license generates $120,000 in revenue in the quarter the product is shipped, but no future revenue).

Total Revenue

	April 30, 2008	April 30, 2007	Dollar Change	% Change
	(dollars in millions)			
Three months ended	$ 324.6	$ 292.9	$ 31.7	11%
Six months ended	$ 640.0	$ 593.1	$ 46.9	8%

Time-Based License Revenue

	April 30, 2008	April 30, 2007	Dollar Change	% Change
	(dollars in millions)			
Three months ended	$ 278.2	$ 243.1	$ 35.1	14%
Percentage of total revenue	86%	83%		
Six months ended	$ 546.1	$ 494.7	$ 51.4	10%
Percentage of total revenue	85%	83%		

The increase in total revenue and time-based license revenue for the three and six months ended April 30, 2008 compared to the same periods of fiscal 2007 was primarily due to prior period bookings leading to increased current period time-based license revenue. For the six months ended April 30, 2008, the increase in time-based license revenue was partially offset by the first quarter of fiscal 2008 having one less week of revenues of approximately $17.2 million compared to the same period in fiscal 2007.

Upfront License Revenue

	April 30, 2008	April 30, 2007	Dollar Change	% Change
	(dollars in millions)			
Three months ended	$ 12.2	$ 14.6	$ (2.4)	(16)%
Percentage of total revenue	4%	5%		
Six months ended	$ 24.7	$ 28.1	$ (3.4)	(12)%
Percentage of total revenue	4%	5%		

The upfront license revenue decreased in the three and six months ended April 30, 2008 compared with the same periods of fiscal 2007 reflecting normal fluctuations in customer license requirements which can drive the amount of upfront orders in a particular quarter.

Maintenance and Services Revenue

April 30, 2008	April 30, 2007	Dollar Change	% Change
(dollars in millions)			

Three months ended								
Maintenance revenue	$	15.7	$	17.5	$	(1.8)		(10)%
Professional services and other revenue		18.4		17.7		0.7		4%
Total maintenance and services revenue	$	34.1	$	35.2	$	(1.1)		(3)%
Percentage of total revenue		11%		12%				
Six months ended								
Maintenance revenue	$	32.1	$	37.8	$	(5.7)		(15)%
Professional services and other revenue		37.1		32.5		4.6		14%
Total maintenance and services revenue	$	69.2	$	70.3	$	(1.1)		(2)%
Percentage of total revenue		11%		12%				

Our maintenance revenue in the three and six months ended April 30, 2008 compared with the same periods in fiscal 2007 has declined primarily due to (1) our completed shift towards TSLs, which include maintenance with the license fee and thus generate no separately recognized maintenance revenue, (2) the first quarter of fiscal 2008 having one less week of revenues for approximately $1.5 million compared to the same period in fiscal 2007, and (3) non-renewal of maintenance by certain customers on perpetual or other upfront licenses. Some customers may choose in the future not to renew maintenance on upfront licenses for economic or other factors, adversely affecting future maintenance revenue.

Professional services and other revenue increased in the three and six months ended April 30, 2008 compared to the same periods in fiscal 2007 due principally to timing of customer acceptance of services performed under ongoing contracts.

Events Affecting Cost of Revenues and Operating Expenses

Functional Allocation of Operating Expenses. We allocate certain human resource programs, information technology and facility expenses among our functional income statement categories based on headcount within each functional area. Annually, or upon a significant change in headcount (such as a workforce reduction, realignment or acquisition) or other factors, management reviews the allocation methodology and the expenses included in the allocation pool.

Cost of Revenue

	April 30, 2008	April 30, 2007	Dollar Change	% Change
	(dollars in millions)			
Three months ended				
Cost of license revenue	$ 41.7	$ 34.7	$ 7.0	20%
Cost of maintenance and service revenue	16.2	15.5	0.7	5%
Amortization of intangible assets	5.8	5.2	0.6	12%
Total	$ 63.7	$ 55.4	$ 8.3	15%
Percentage of total revenue	20%	19%		
Six months ended				
Cost of license revenue	$ 82.1	$ 70.2	$ 11.9	17%
Cost of maintenance and service revenue	32.1	31.7	0.4	1%
Amortization of intangible assets	10.8	11.9	(1.1)	(9)%
Total	$ 125.0	$ 113.8	$ 11.2	10%
Percentage of total revenue	20%	19%		

We divide cost of revenue into three categories: cost of license revenue, cost of maintenance and service revenue, and amortization of intangible assets. Expenses directly associated with providing consulting and training are allocated between cost of license revenue and cost of maintenance and service revenue based on license and service revenue reported.

Cost of license revenue. Cost of license revenue includes costs associated with the sale and licensing of our software products. Additionally, cost of license revenue also includes allocated costs of license delivery, such as employee salaries and benefits related to software delivery, software production costs, product packaging, amortization of capitalized software development costs, documentation and royalties to third party vendors.

Cost of maintenance and service revenue. Cost of maintenance and service revenue includes employee salary and benefits for consulting professionals and associated costs to maintain the infrastructure necessary to operate our services and training organization. Further, cost of maintenance and service revenue also includes allocated costs which provide post customer contract services, such as employee salary and benefits related to customer services, such as hotline and on-site support, production services and documentation of maintenance updates.

Amortization of intangible assets. Amortization of intangible assets, which is amortized to cost of revenue and operating expenses, includes the amortization of the contract rights associated with certain executory contracts and the amortization of core/developed technology, trademarks, tradenames, customer relationships, covenants not to compete and other intangibles related to acquisitions completed in prior years.

The increase in cost of revenue for the three months ended April 30, 2008 compared with the same period in fiscal 2007, is primarily due to (1) an increase of $6.2 million in personnel related costs as a result of head count increases to support our revenue growth, and (2) an increase of $1.5 million in functionally allocated expenses.

The increase in cost of revenue for the six months ended April 30, 2008 was primarily due to (1) an increase of $12.3 million in personnel related costs as a result of headcount increases, and (2) an increase of $3.3 million in functionally allocated expenses compared to the same period in fiscal 2007. The increase was partially offset by one less week of costs of approximately $3.6 million in the first quarter of fiscal 2008 compared with the same period in fiscal 2007.

Operating Expenses

Research and Development

	April 30, 2008	2007	Dollar Change	% Change
		(dollars in millions)		
Three months ended	$ 95.3	$ 92.0	$ 3.3	4%
Percentage of total revenue	29%	31%		
Six months ended	$ 187.8	$ 187.8	$	%
Percentage of total revenue	29%	32%		

For the three months ended April 30, 2008, the increase was primarily due to an increase of $2.9 million in personnel related costs and $1.7 million in functionally allocated expenses compared to the same period in fiscal 2007. The increase in personnel related costs was partially offset by the absence of a $1.6 million earnout/retention bonus in fiscal 2008 related to a prior acquisition. This earnout/retention bonus was fully achieved by the end of fiscal 2007.

For the six months ended April 30, 2008, research and development costs in absolute dollars were flat compared with the same period in fiscal 2007. Excluding the one extra week of expenses incurred in the first six months of fiscal 2007, research and development costs increased by approximately $6.6 million. The increase was primarily due to an increase of $6.2 million in employee personnel related costs as a result of headcount increases partially offset by the absence of a $3.1 million earnout/retention bonus related to the prior year acquisition mentioned above, as well as an increase of $3.3 million in functionally allocated expenses compared to the same period in fiscal 2007.

Sales and Marketing

	April 30, 2008	2007	Dollar Change	% Change
		(dollars in millions)		
Three months ended	$ 82.9	$ 79.0	$ 3.9	5%
Percentage of total revenue	26%	27%		
Six months ended	$ 160.3	$ 168.8	$ (8.5)	(5)%
Percentage of total revenue	25%	28%		

For the three months ended April 30, 2008, the increase was primarily due to an increase of $4.2 million in variable compensation as a result of higher shipments compared to the same period in fiscal 2007. The increase was partially offset by the decrease in other miscellaneous marketing expenses.

For the six months ended April 30, 2008, the decrease was primarily due to (1) a decrease of $3.5 million in sales and marketing personnel related costs as a result of headcount reductions, and (2) one less week of expenses of approximately $5.4 million in the first quarter of fiscal 2008 compared to the same period in fiscal 2007.

General and Administrative

	April 30, 2008	April 30, 2007	Dollar Change	% Change
	(dollars in millions)			
Three months ended	$ 26.2	$ 22.6	$ 3.6	16%
Percentage of total revenue	8%	8%		
Six months ended	$ 50.0	$ 52.2	$ (2.2)	(4)%
Percentage of total revenue	8%	9%		

For the three months ended April 30, 2008, the increase was primarily due to a gain of $4.3 million net of related expenses for a land sale completed during the same period in fiscal 2007 and recorded in this line.

For the six months ended April 30, 2008, the decrease was primarily due to a decrease of $7.1 million in legal expenses primarily related to litigation and one less week of expenses of approximately $1.5 million in the first quarter of fiscal 2008 compared to the same period in fiscal 2007. The decrease was offset by (1) $1.2 million increase in other professional services such as tax and audit matters, (2) an increase in communication expenses of $2.3 million and (3) $4.3 million gain, net of related expenses for a land sale completed during the same period in fiscal 2007 and recorded in this line.

Amortization of Intangible Assets

Amortization of intangible assets includes the amortization of the contract rights associated with certain executory contracts and the amortization of core/developed technology, trademarks, tradenames, customer relationships, covenants not to compete and other intangibles related to acquisitions completed in prior years and in the three months ended April 30, 2008. Amortization expense is included in the unaudited condensed consolidated statements of operations as follows:

	April 30, 2008	April 30, 2007	Dollar Change	% Change
	(dollars in millions)			
Three months ended				
Included in cost of revenue	$ 5.8	$ 5.2	$ 0.6	12%
Included in operating expenses	6.6	6.6		%
Total	$ 12.4	$ 11.8	$ 0.6	5%
Percentage of total revenue	4%	4%		
Six months ended				
Included in cost of revenue	$ 10.8	$ 11.9	$ (1.1)	(9)%
Included in operating expenses	13.2	13.3	(0.1)	(1)%
Total	$ 24.0	$ 25.2	$ (1.2)	(5)%
Percentage of total revenue	4%	4%		

For the six months ended April 30, 2008, the decrease was due to certain intangible assets acquired in prior years being fully amortized. See Note 5 to *Notes to Unaudited Condensed Consolidated Financial Statements* for a schedule of future amortization amounts.

Other Income, net

	April 30, 2008	April 30, 2007	Dollar Change	% Change
	(dollars in millions)			
Three months ended				
Interest income, net	$ 5.1	$ 5.9	$ (0.8)	(14)%
(Loss) gain on assets related to executive deferred compensation plan	(5.0)	1.3	(6.3)	(485)%
Other	0.1	12.5	(12.4)	(99)%
Total	$ 0.2	$ 19.7	$ (19.5)	(99)%

Six months ended				
Interest income, net	$ 12.0	$ 10.8	$ 1.2	11%
(Loss) gain on assets related to executive deferred compensation plan	(5.5)	4.6	(10.1)	(220)%
Other		12.2	(12.2)	(100)%
Total	$ 6.5	$ 27.6	$ (21.1)	(76)%

Other income, net decreased $19.5 million and $21.1 million, respectively, in the three and six months ended April 30, 2008, compared to the same periods in fiscal 2007 primarily due to a $12.5 million litigation settlement payment from Magma Design Automation, Inc. and the fair market value fluctuations of investments in our deferred compensation plan.

Income Tax Rate

Effective Tax Rate

We estimate our annual effective tax rate at the end of each quarterly period. Our estimate takes into account estimations of annual pre-tax income (loss), the geographic mix of pre-tax income (loss) and our interpretations of tax laws and possible outcomes of audits.

The following table presents the provision for income taxes and the effective tax rates for the three and six months ended April 30, 2008 and 2007:

	Three Months Ended April 30,		Six Months Ended April 30,	
	2008	2007	2008	2007
	(dollars in millions)			
Income before income taxes	$ 50.1	$ 57.0	$ 110.3	$ 84.8
Provision for income tax	$ 10.7	$ 15.8	$ 24.4	$ 20.2
Effective tax rate	21%	28%	22%	24%

Our effective tax rate for the three and six months ended April 30, 2008 is lower than the statutory federal income tax rate of 35% primarily due to the tax impact of non-U.S. operations, which are taxed at lower rates, and research and development credits, partially offset by state taxes and non-deductible share-based compensation recorded under SFAS 123(R). The effective tax rate decreased in the three months and six months ended April 30, 2008, as compared to the same periods in fiscal 2007, primarily due to a favorable change in Irish tax law as well as a state tax audit settlement in the second quarter of 2008.

Adoption of FIN 48

In June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109* (FIN 48). The interpretation contains a two-step approach to recognize and measure uncertain tax positions accounted for in accordance with SFAS 109. The first step is to evaluate the tax position for recognition by determining whether it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. In May 2007, the FASB issued FSP FIN 48-1, which amended FIN 48 to provide guidance about how an enterprise should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits. Under FSP FIN 48-1, a tax position could be effectively settled on completion of an examination by a taxing authority if certain other conditions are satisfied.

We adopted FIN 48 and FSP FIN 48-1 in the first quarter of fiscal 2008 and recognized the cumulative effect of a change in accounting principle by recognizing a decrease in the liability for unrecognized tax benefits of $5.0 million, with a corresponding increase to beginning retained earnings. We also recognized an additional decrease in the liability for unrecognized tax benefits related to employee stock options of $9.7 million of which $7.7 million increased beginning paid-in capital with the remaining $2.0 million off-setting existing deferred tax assets. The total liability for gross unrecognized tax benefits was $207.3 million on November 1, 2007. Approximately $124.7 million of the consolidated worldwide liability for unrecognized tax benefits would affect our effective tax rate if recognized upon resolution of the uncertain tax positions. The liability for unrecognized tax benefits decreased approximately $7.0 million during the three months ended April 30, 2008.

Interest and penalties related to estimated obligations for tax positions taken in our tax returns are recognized as a component of income tax expense in the unaudited condensed consolidated statements of operations. As of November 1, 2007, the combined amount of accrued interest and penalties related to tax positions taken on our tax returns was approximately $10.3 million. The accrued interest and penalties decreased by approximately $3 million during the three months ended April 30, 2008, due to a state tax audit settlement. Prior to fiscal 2008, we presented our estimated liability for unrecognized tax benefits as a current liability. FIN 48 requires liabilities for unrecognized tax benefits to be classified based on whether it is expected payment will be made within the next 12 months. Amounts expected to be paid within the next 12 months are classified as current liabilities and all other amounts are classified as non-current liabilities or offset against a directly related deferred tax asset or income tax receivable. In addition, we have historically recorded state, local and interest liabilities net of the estimated benefit we expect to receive from deducting such payments on future tax returns (i.e., on a net basis). FIN 48 requires this estimated benefit to be classified as a deferred tax asset instead of a reduction of the overall liability (i.e., on a gross basis).

We file income tax returns in the U.S., including various state and local jurisdictions. Our subsidiaries file tax returns in various foreign jurisdictions, including Ireland, Hungary, Taiwan and Japan. We remain subject to income tax examinations in the U.S. for fiscal years after 1999, in Hungary and Taiwan for fiscal years after 2005, in Ireland for fiscal years after 2002 and in Japan for fiscal years after 2004. See IRS Examinations, below for the status of our current federal income tax audits.

The timing of the resolution of income tax examinations is highly uncertain as to the amounts and timing of various tax payments as part of the settlement process. This could cause large fluctuations in the balance sheet classification of current and non-current assets and liabilities. We believe that before the end of fiscal 2008, it is reasonably possible that our tentative settlement with the IRS for our fiscal year 2000 and 2001 tax returns could become final, and that the statute of limitations on certain state and foreign income and withholding taxes will expire. Given the uncertainty as to ultimate settlement terms, the timing of payment and the impact of such settlements on other uncertain tax positions, the range of the estimated potential decrease in underlying unrecognized tax benefits is between $0 and $50 million.

IRS Examinations

On June 8, 2005, we received a Revenue Agent s Report in which the IRS proposed to assess a net tax deficiency for fiscal years 2000 and 2001 of approximately $476.8 million, plus interest. This proposed adjustment primarily relates to transfer pricing transactions between Synopsys and a wholly-owned foreign subsidiary. We strongly believe the proposed IRS adjustment and resulting proposed deficiency are inconsistent with applicable tax laws, and that we thus have meritorious defenses to this proposed IRS adjustment.

In December 2007, we reached a tentative settlement with the Appeals Division that would resolve this dispute. The settlement is subject to further review and approval within the government, which may take several more months, but we believe that settlement is likely. If the settlement becomes final on the tentative terms agreed upon, then we have already adequately provided for this matter. Final resolution of this matter could take considerable time or may not be finally approved by the government, in which case, while we believe we are still adequately provided for regarding this matter, there is still a possibility that an adverse outcome of the matter could have a material effect on our results of operations and financial condition.

The IRS is currently examining our federal income tax returns for the years 2002 through 2004. As of April 30, 2008, no final adjustments have been proposed as a result of this audit which would require an adjustment to the tax provision.

Liquidity and Capital Resources

Our sources of cash, cash equivalents and short-term investments are funds generated from our business operations and funds that may be drawn down under our credit facility.

The following sections discuss changes in our balance sheet and cash flows, and other commitments on our liquidity and capital resources during fiscal 2008.

Cash and Cash Equivalents and Short-Term Investments

	April 30, 2008	October 31, 2007	Dollar Change	% Change
		(dollars in millions)		
Cash and cash equivalents	$ 574.9	$ 579.3	$ (4.4)	(1)%
Short-term investments	242.6	405.1	(162.5)	(40)%
Total	$ 817.5	$ 984.4	$ (166.9)	(17)%

During the six months ended April 30, 2008, our primary sources and uses of cash consisted of (1) cash used in operating activities of $16.1 million, (2) proceeds from issuance of common stock to employees of $36.9 million, (3) proceeds from sales and maturities of short-term investments of $419.2 million, (4) repurchases of common stock of $170.1 million, (5) purchases of investments of $260.4 million, and (6) purchases of plant and equipment of $19.5 million.

Cash Flows

	Six Months Ended April 30, 2008		Dollar Change	% Change
	2008	2007		
	(dollars in millions)			
Cash (used in) provided by operations	$ (16.1)	$ 144.2	$ (160.3)	(111)%
Cash provided (used in) by investing activities	$ 138.0	$ (65.2)	$ 203.2	312%
Cash (used in) provided by financing activities	$ (134.6)	$ 48.8	$ (183.4)	(376)%

Cash (used in) provided by operating activities. Cash used in or provided by operations is dependent primarily upon the payment terms of our license agreements. To be classified as upfront revenue, we require that 75% of a term or perpetual license fee be paid within the first year. Conversely, payment terms for TSLs are generally extended and the license fee is typically paid either quarterly or annually in even increments over the term of the license. Accordingly, we generally receive cash from upfront license revenue much sooner than from time-based license revenue.

Cash used in operating activities is a result of a decrease in deferred revenue due to the timing of billings and cash payment from certain customers compared to the same period in fiscal 2007, delivering lower cash inflows during fiscal 2008.

Cash provided by (used in) investing activities. The increase in cash provided by investing activities relates to the sale of marketable securities in anticipation of our May 15, 2008 acquisition of Synplicity, Inc. offset by our capital expenditures to support our information technology infrastructure.

Cash (used in) provided by financing activities. The increase in cash used primarily relates to larger common stock repurchases under our stock repurchase program and a lower number of employee option exercises compared to the same period in fiscal 2007. See Note 4 of *Notes to Unaudited Condensed Consolidated Financial Statements* for details of our stock repurchase program.

We hold our cash, cash equivalents and short-term investments in the United States and in foreign accounts, primarily in Ireland, Bermuda, Hungary and Japan. As of April 30, 2008, we held an aggregate of $511.8 million in cash, cash equivalents and short-term investments in the United States and an aggregate of $305.7 million in foreign accounts. Funds in foreign accounts are generated from revenue outside North America. At present, such foreign funds are considered to be indefinitely reinvested in foreign countries.

We expect that cash provided by operating activities may fluctuate in future periods as a result of a number of factors, including fluctuations in the timing of our billings and collections, our operating results, the timing and amount of tax and other liability payments and cash used in any future acquisitions.

Accounts Receivable, net

April 30, 2008	October 31, 2007	Dollar Change	% Change
	(dollars in millions)		
$ 172.0	$ 123.9	$ 48.1	39%

Our accounts receivable and Days Sales Outstanding (DSO) are primarily driven by our billing and collections activities. Our DSO was 48 days at April 30, 2008 and 36 days at October 31, 2007. The increase in DSO, along with an increase in accounts receivable balance, primarily relates to increased billings that occurred late in the second quarter with subsequent period payment terms.

Net Working Capital. Working capital is comprised of current assets less current liabilities, as shown on our unaudited condensed consolidated balance sheets. As of April 30, 2008, our net working capital was $507.8 million, compared to $296.5 million as of October 31, 2007. The increase of $211.3 million was primarily due to (1) an increase in accounts receivable of $48.1 million; (2) a reclassification from income taxes payable of $197.3 million to long-term income tax payable upon adoption of FIN 48; (3) a decrease of $69.5 million in accounts payable and accrued liabilities, and (4) a decrease in deferred revenue of $55.2 million. This increase was partially offset by a decrease in cash, cash equivalents and short-term investments of $166.9 million.

Other Commitments Revolving Credit Facility. On October 20, 2006, we entered into a five-year, $300.0 million senior unsecured revolving credit facility providing for loans to Synopsys and certain of our foreign subsidiaries. The amount of the facility may be increased by up to an additional $150.0 million through the fourth year of the facility. The facility contains financial covenants requiring us to maintain a minimum leverage ratio and specified levels of cash, as well as other non-financial covenants. The facility terminates on October 20, 2011. Borrowings under the facility bear interest at the greater of the administrative agent s prime rate or the federal funds rate plus 0.50%; however, we have the option to pay interest based on the outstanding amount at Eurodollar rates plus a spread between 0.50% and 0.70% based on a pricing grid tied to a financial covenant. In addition, commitment fees are payable on the facility at rates between 0.125% and 0.175% per year based on a pricing grid tied to a financial covenant. As of April 30, 2008, we had no outstanding borrowings under this credit facility and were in compliance with all covenants.

Other

Our cash equivalent and short-term investment portfolio as of April 30, 2008 consists of investment grade municipal bonds, tax-exempt money market mutual funds and taxable money market mutual funds. We follow an established investment policy and set of guidelines to monitor, manage and limit our exposure to interest rate and credit risk. The policy sets forth credit quality standards and limits our exposure to any one issuer. As a result of current adverse financial market conditions, some financial instruments, such as structured investment vehicles, sub-prime mortgage-backed securities and collateralized debt obligations, may pose risks arising from liquidity and credit concerns. As of April 30, 2008, we had no direct holdings in these categories of investments and our exposure to these financial instruments through our indirect holdings in money market mutual funds was less than 1% of total cash, cash equivalents and short-term investments, which we do not consider to be material. As of April 30, 2008, we had no impairment charge associated with our short-term investment portfolio. While we cannot predict future market conditions or market liquidity, we have taken steps, including regularly reviewing our investments and associated risk profiles, which we believe will allow us to effectively manage the risks of our investment portfolio.

On May 15, 2008, we completed our acquisition of Synplicity, Inc. and paid $8.00 per Synplicity share in an all cash transaction for $223.3 million. See Note 15 of *Notes to Unaudited Condensed Consolidated Financial Statements* for further information.

We believe that our current cash, cash equivalents, short-term investments, cash generated from operations, and available credit under our credit facility will satisfy our business requirements for at least the next twelve months.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk has not changed materially since October 31, 2007. The average yield at purchase for our short-term investment portfolio remains approximately the same as of October 31, 2007. For more information in financial market risks related to changes in interest rates and foreign currency exchange rates, reference is made to Item 7A *Quantitative and Qualitative Disclosure About Market Risk* contained in Part II of our Annual Report on Form 10-K for the fiscal year ended October 31, 2007.

ITEM 4. CONTROLS AND PROCEDURES

(a) *Evaluation of Disclosure Controls and Procedures.* As of April 30, 2008 (the Evaluation Date), Synopsys carried out an evaluation under the supervision and with the participation of Synopsys management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of Synopsys disclosure controls and procedures (as such term is defined in Rules 13a-15 (e) and 15d-15 (e) under the Exchange Act). There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable, not absolute, assurance of achieving their control objectives. Nonetheless, our Chief Executive Officer and Chief Financial Officer have concluded that, as of April 30, 2008, (1) Synopsys disclosure controls and procedures were designed to provide reasonable assurance of achieving their objectives, and (2) Synopsys disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the reports Synopsys files and submits under the Exchange Act is recorded, processed, summarized and reported as and when required, and that such information is accumulated and communicated to Synopsys management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding its required disclosure.

(b) *Changes in Internal Controls.* There were no changes in Synopsys internal control over financial reporting during the three months ended April 30, 2008 that have materially affected, or are reasonably likely to materially affect, Synopsys internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

IRS Revenue Agent s Report. On June 8, 2005, we received a Revenue Agent s Report in which the IRS proposed to assess a net tax deficiency for fiscal years 2000 and 2001 of approximately $476.8 million, plus interest. This proposed adjustment primarily relates to transfer pricing transactions between Synopsys and a wholly-owned foreign subsidiary. We strongly believe the proposed IRS adjustment and resulting proposed deficiency are inconsistent with applicable tax laws, and that we thus have meritorious defenses to this proposed IRS adjustment.

On July 13, 2005, we filed a protest to the proposed deficiency with the IRS, which caused the matter to be referred to the Appeals Division of the IRS. In December 2007, we reached a tentative settlement with the Appeals Division that would resolve this dispute. The settlement is subject to further review and approval within the government, which may take several months, but we believe that settlement is likely. If the settlement becomes final on the tentative terms agreed upon, then we have already adequately provided for this matter. Final resolution of this matter could take considerable time or may not be finally approved by the government, in which case, while we believe we are still adequately provided for regarding this matter, there is still a possibility that an adverse outcome of the matter could have a material effect on our results of operations and financial condition.

Other Proceedings. We are also subject to other routine legal proceedings, as well as demands, claims and threatened litigation, that arise in the normal course of our business. The ultimate outcome of any litigation is uncertain and unfavorable outcomes could have a negative impact on our results of operations and financial condition. Regardless of outcome, litigation can have an adverse impact on Synopsys because of the defense costs, diversion of management resources and other factors.

ITEM 1A. RISK FACTORS

We describe our business risk factors below. This description includes any changes to and supersedes the description of the risk factors associated with our business previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended October 31, 2007.

Weakness, budgetary caution or consolidation in the semiconductor and electronics industries may continue to negatively impact our business.

In recent years, we believe that EDA industry growth has been adversely affected by many factors, including ongoing efforts by semiconductor companies to control their spending, uncertainty regarding the long-term growth rate of the semiconductor industry, excess EDA tool capacity of some of our customers and increased competition in the EDA industry itself causing pricing pressure on EDA vendors. If these factors persist or additional semiconductor industry growth does not occur (or if we do not benefit from any such increases), our business, operating results and financial condition will be materially and adversely affected.

We also believe that, over the long term, growth in EDA spending will continue to depend on growth in semiconductor R&D spending and continued growth in the overall semiconductor market. However, we cannot predict the timing or magnitude of growth in semiconductor revenues, R&D spending or spending on EDA products, nor whether we will benefit from any of these increases should they occur. In addition, unfavorable general macroeconomic factors may also affect our customers and in turn our business, operating results and financial condition.

Competition in the EDA industry may have a material adverse effect on our business and financial results.

We compete with other EDA vendors that offer a broad range of products and services, primarily Cadence Design Systems, Inc., Mentor Graphics Corporation and Magma Design Automation, Inc. and with other EDA vendors that offer products focused on one or more discrete phases of the IC design process. We also compete with customers internally developed design tools and capabilities. If we fail to compete effectively, our business will be materially and adversely affected. We compete principally on technology leadership, product quality and features (including ease-of-use), time-to-results, post-sale support, interoperability with our own and other vendors products, price and payment terms.

Additional competitive challenges include the following:

- *Technology in the EDA industry evolves rapidly*. Accordingly, we must correctly anticipate and lead critical developments, innovate rapidly and efficiently, improve our existing products, and successfully develop or acquire new products. If we fail to do so, our business will be materially and adversely affected.

- *We believe we are best served by offering products that provide both a high level of integration into a comprehensive platform and a high level of individual product performance.* We have invested significant resources into further development of our Galaxy Design Platform, integration of our Discovery Verification Platform and enhancement of its SystemVerilog and other advanced features and development of our Design for Manufacturing and IP portfolios. We can provide no assurance that our customers will find these tool and IP configurations more attractive than our competitors offerings or that our efforts to balance the interests of integration versus individual product performance will be successful.

- *Price continues to be a competitive factor*. We believe that some EDA vendors are increasingly offering discounts, which could be significant. If we are unable to match a competitor s pricing for a particular solution, we may lose business, which could have a material adverse effect on our financial condition and results of operations, particularly if the customer chooses to consolidate all or a substantial portion of their other EDA purchases with the competitor.

- *Payment terms are also an important competitive factor and are aggressively negotiated by our customers*. Payment terms on time-based licenses have generally lengthened over time. Longer payment terms could continue in the future, which would negatively affect our future operating cash flow.

- *Potential consolidation of competitors.* If any of our competitors consolidate, they may be able to exert even greater competitive pressure by offering a more complete (larger) technology portfolio, a larger support and service capability, or lower prices.

- *Entry or expansion could occur.* Despite the complexity of the EDA space, entry and expansion into the EDA space by new or existing companies can and does occur, and could make it more difficult to compete successfully.

Lack of growth in new IC design starts, industry consolidation and other potentially long-term trends may adversely affect the EDA industry, including demand for our products and services.

The increasing complexities of SoCs and ICs, and customers concerns about managing cost and risk have also led to the following potentially long-term negative trends:

- The number of IC design starts has remained flat during the last three years. New IC design starts are one of the key drivers of demand for EDA software.

- A number of mergers in the semiconductor and electronics industries have occurred and more are likely. Mergers can reduce the aggregate level of purchases of EDA software and services, and in some cases, increase customers bargaining power in negotiations with their suppliers, including Synopsys.

- Due to factors such as increased globalization, cost controls among customers appear to have become more permanent, adversely impacting our customers EDA spending.

- Industry changes, plus the cost and complexity of IC design, may be leading some companies in these industries to limit their design activity in general, to focus only on one discrete phase of the design process while outsourcing other aspects of the design, or using Field Programmable Gate Arrays (FPGAs), an alternative chip technology.

All of these trends, if sustained, could have a material adverse effect on the EDA industry, including the demand for our products and services, which in turn would materially and adversely affect our financial condition and results of operations.

Changes in, or interpretations of, accounting principles could result in unfavorable accounting charges or effects, including changes to our prior financial statements, which could cause our stock price to decline.

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. These principles are subject to interpretation by the SEC and various bodies formed to interpret and create appropriate accounting principles. A change in these principles, or in our interpretations of these principles, can have a significant effect on our reported results and may retroactively affect previously reported results.

For example, in June 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109* (FIN 48). FIN 48 addresses recognizing and measuring uncertain tax positions. The interpretation contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS 109. The first step is to evaluate the tax position for recognition by determining whether it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. Synopsys adopted FIN 48 beginning in the first quarter of fiscal year 2008. Because the determination of whether a position is more likely than not is subject to ongoing changes in the interpretation in the tax law, based on published rulings, court cases and outcomes of various tax audits, we may be required to recognize or adjust a tax position in the period in which such changes occur. In addition, measurement of the amount of benefit which is more than 50% likely of being realized involves a great deal of judgment, and may change based on our experience and new or revised authority.

We have received a Revenue Agent s Report from the Internal Revenue Service claiming a significant increase in our U.S. taxable income. An adverse outcome could have a material effect on our results of operations and financial condition.

On June 8, 2005, we received a Revenue Agent s Report in which the Internal Revenue Service (IRS) proposed to assess a net tax deficiency for fiscal years 2000 and 2001 of approximately $476.8 million, plus interest. This proposed adjustment primarily relates to transfer pricing transactions between Synopsys and a wholly-owned foreign subsidiary. We strongly believe the proposed IRS adjustment and resulting proposed deficiency are inconsistent with applicable tax laws, and that we thus have meritorious defenses to this proposed IRS adjustment. On July 13, 2005, we filed a protest to the proposed deficiency with the IRS, which caused the matter to be referred to the Appeals Division of the IRS. In December 2007, we reached a tentative settlement with the Appeals Division that would resolve this dispute. The settlement is subject to further review and approval within the government, which may take several months, but we believe that settlement is likely. If the settlement becomes final on the tentative terms agreed upon, then we have already adequately provided for this matter. Final resolution of this matter could take considerable time or may not be finally approved by the government, in which case, while we believe we are still adequately provided for regarding this matter, there is still a possibility that an adverse outcome of the matter could have a material effect on our results of operations and financial condition.

Unfavorable tax law changes, an unfavorable government review of our tax returns or changes in our geographical earnings mix or forecasts of foreign source income could adversely affect our effective tax rate and our operating results.

Our operations are subject to income and transaction taxes in the United States and in multiple foreign jurisdictions. A change in the tax law in the jurisdictions in which we do business, including an increase in tax rates or an adverse change in the treatment of an item of income or expense, could result in a material increase in our tax expense.

Our tax filings are subject to review or audit by the Internal Revenue Service and state, local and foreign taxing authorities. We exercise judgment in determining our worldwide provision for income taxes and, in the ordinary course of our business, there may be transactions and calculations where the ultimate tax determination is uncertain. In the third quarter of fiscal year 2006, the IRS started an examination of our federal income tax returns for the fiscal years 2002 through 2004. As of April 30, 2008, the examination is still in progress and no final adjustments have been proposed by the IRS which would require an adjustment to the tax provision. Although we believe our tax estimates are reasonable, we can provide no assurance that any final determination in the audit will not be materially different than the treatment reflected in our historical income tax provisions and accruals. If additional taxes are assessed as a result of an audit, there could be a material adverse effect on our income tax provision and net income in the period or periods for which that determination is made.

We have large operations both in the United States and in multiple foreign jurisdictions with a wide range of statutory tax rates. Certain foreign operations are subject to temporary favorable foreign tax rates. Therefore, any changes in our geographical earning mix in various tax jurisdictions and expiration of foreign tax rulings could materially increase our effective tax rate. Furthermore, we maintain deferred tax assets related to federal foreign tax credits and our ability to use these credits is dependent upon having sufficient future foreign source income in the United States. Changes in our forecasts of such future foreign source income could result in an adjustment to the deferred tax asset and a related charge to earnings which could materially affect our financial results.

Our revenue and earnings fluctuate, which could cause our financial results to not meet expectations and our stock price to decline.

Many factors affect our revenue and earnings, including customer demand, license mix, the timing of revenue recognition on products and services sold and committed expense levels, making it difficult to predict revenue and earnings for any given fiscal period. Accordingly, stockholders should not view our historical results as necessarily indicative of our future performance.

From time to time, we provide guidance related to our future financial performance. In addition, financial analysts publish their own expectations of our future financial performance. Because our quarterly revenue and our operating results fluctuate, future financial performance is difficult to predict. Downward adjustments of our guidance or the failure to meet our guidance or the expectations of research analysts would cause the market price of our common stock to decline.

Some of the specific factors that could affect our revenue and earnings in a particular quarter or over several fiscal periods include, but are not limited to:

- We base our operating expenses in part on our expectations for future revenue and generally must commit to expense levels in advance of revenue being recognized. Since only a small portion of our expenses varies with revenue, any revenue shortfall typically causes a direct reduction in net income.

- Our revenue and earnings targets over a number of fiscal periods assume a certain level of orders and a certain mix between upfront and time-based licenses. The amount of orders received and changes in the mix due to factors such as the level of overall license orders, customer demand, customer payment terms and ship dates could have a material adverse effect on our revenue and earnings. For example, if we ship more upfront licenses than expected during any given fiscal period, our revenue and earnings for that period could be above our targets even if orders are below target; conversely, if we ship fewer upfront licenses than expected, our revenue and earnings for that period could fall below our targets even if orders meet or even exceed our target. Similarly, if we receive a lower-than-expected level of time-based license orders during a given period, our revenue in future periods could be negatively affected.

- We may be required to implement a number of cost control measures in order to meet our externally-communicated financial targets, any of which could fail to result in the anticipated cost savings or could adversely affect our business. For example, we have outsourced certain internal functions that may not realize expected cost savings.

- The market for EDA products is dynamic and depends on a number of factors including consumer demand for our customers products, customer R&D and EDA tool budgets, pricing, our competitors product offerings and customer design starts. It is difficult to predict in advance the effect of these and other factors on our customers demand for our products on a medium or long term basis. As a result, actual future customer purchases could differ materially from our forecasts which, in turn, could cause our actual revenue to be materially different than our publicly-disclosed targets.

- We often amend our contracts with our customers to extend the term or add new products. Although these amendments can provide a longer-term payment stream from the customers, they can also result in a lower amount of revenue being recognized per year than under the original arrangement even if the total value of the extended contract is larger.

- Certain of our upfront and time-based license agreements provide customers the right to re-mix a portion of the software initially subject to the license for other specified Synopsys products. While this practice helps assure the customer s access to the complete design flow needed to manufacture its product, use of these arrangements could result in reduced revenue compared to licensing the individual tools separately.

- In the past, we have regularly received a significant proportion of our orders for a given quarter in the last one or two weeks of the quarter. The delay of one or more orders, particularly an upfront order, could have a material adverse effect on our revenue and/or earnings for that quarter.

- We rely on a small number of customers for a large portion of our revenue and the loss of one of such customers could have an adverse effect on our subsequent revenue and/or earnings.

- We make significant judgments relating to revenue recognition, specifically determining the existence of proper documentation, establishing that the fee is fixed or determinable, verifying delivery of our software and assessing the creditworthiness of our customers. While we believe our judgments in these areas are reasonable, there can be no assurance that such judgments will not be challenged in the future. In such an event, we could be required to reduce the amount of revenue we have recognized in prior periods, which would have an adverse impact on our reported results of operations for those periods.

- Our customers spend a great deal of time reviewing and testing our products, either alone or against competing products, before making a purchase decision. Accordingly, our customers evaluation and purchase cycles may not match our fiscal quarters. Further, sales of our products and services may be delayed if customers delay project approvals or starts because of budgetary constraints or their budget cycles.

The failure to meet the semiconductor industry s demands for advancing EDA technology and continued cost reductions may adversely affect our financial results.

SoC and IC functionality continues to increase while feature widths decrease, substantially increasing the complexity, cost and risk of IC design and manufacturing. To address greater complexity, semiconductor designers and manufacturers demand continuous innovation from EDA suppliers. At the same time, as a general business trend, we believe some customers and potential customers are seeking to buy more products from fewer suppliers and at reduced overall prices in an effort to reduce overall cost and risk. In order to succeed in this environment, we must successfully meet our customers technology requirements, while also striving to reduce their overall costs and our own operating costs. Failure to manage these conflicting demands successfully would materially and adversely affect our financial condition and results of operations.

Customer payment defaults or related issues could adversely affect our financial condition and results of operations.

Our backlog consists principally of customer payment obligations not yet due that are attributable to software we have already delivered. These customer obligations are typically not cancelable, but will not yield the expected revenue and cash flow if the customer defaults or declares bankruptcy and fails to pay amounts owed. In these cases, we will generally take legal action to recover amounts owed. Moreover, existing customers may seek to renegotiate pre-existing contractual commitments due to adverse changes in their own businesses. Though we have not, to date, experienced a material level of defaults, any material payment default by our customers or significant reductions in existing contractual commitments would have a material adverse effect on our financial condition and results of operations.

Businesses we have acquired or that we may acquire in the future may not perform as we project.

We have acquired a number of companies or their assets in recent years and as part of our efforts to expand our product and services offerings we expect to make additional acquisitions in the future.

In addition to direct costs, acquisitions pose a number of risks, including:

- Potential negative impact on our earnings per share;
- Failure of acquired products to achieve projected sales;
- Problems in integrating the acquired products with our products;
- Difficulties in retaining key employees and integrating them into our company;
- Failure to realize expected synergies or cost savings;

- Regulatory delays;
- Drain on management time for acquisition-related activities;
- Assumption of unknown liabilities;
- Additional tax liabilities; and
- Adverse effects on customer buying patterns or relationships.

While we review proposed acquisitions carefully and strive to negotiate terms that are favorable to us, we can provide no assurance that any acquisition will positively affect our future performance. Furthermore, if we later determine we cannot use or sell an acquired product or technology, we could be required to write down the goodwill and intangible assets associated with the product or technology; any such write-downs could have a material adverse effect on our results of operations.

Conditions of foreign economies, foreign exchange rate fluctuations and the increasingly global nature of our operations could adversely affect our performance.

During the first half of fiscal 2008 and full fiscal years of 2007 and 2006, we derived approximately 50% of our revenue from outside the United States; in the future, we expect our overall orders and revenue targets will continue to depend on substantial contributions from customers outside the United States. Foreign sales are vulnerable to regional or worldwide economic, political and health conditions, including the effects of international political conflict, hostilities and natural disasters. Further, any deterioration of foreign economies or foreign currency exchange rates would adversely affect our performance by reducing the amount of revenue derived from outside the United States.

Our operating results are also affected by fluctuations in foreign currency exchange rates. Our results of operations can be adversely affected when the U.S. dollar weakens relative to other currencies, including the Euro, the Japanese yen and the Canadian dollar, as a result of the conversion of revenue and expenses of our foreign operations denominated in foreign currencies into the dollar. Exchange rates are subject to significant and rapid fluctuations, and therefore we cannot predict the prospective impact of exchange rate fluctuations on our business, results of operations and financial condition. While we hedge some foreign currency exposures of our business, we are unable to hedge all of our currency exposures, and there can be no assurance our hedging activities will completely mitigate our foreign currency risks.

In addition, we have expanded our non-U.S. operations significantly in the past several years. While the increased international presence of our business creates the potential for cost reductions and higher international sales, this strategy also requires us to recruit and retain qualified technical and managerial employees, manage multiple, remote locations performing complex software development projects and ensure intellectual property protection outside of the United States. The failure to effectively manage our global operations would have a material adverse effect on our business and results of operations.

Our investment portfolio may be impaired by further deterioration of the capital markets.

Our cash equivalent and short-term investment portfolio as of April 30, 2008 consists of investment grade municipal bonds, tax-exempt money market mutual funds and taxable money market mutual funds. We follow an established investment policy and set of guidelines to monitor, manage and limit our exposure to interest rate and credit risk. The policy sets forth credit quality standards and limits our exposure to any one issuer. As a result of current adverse financial market conditions, some financial instruments, such as structured investment vehicles, sub-prime mortgage-backed securities and collateralized debt obligations, may pose risks arising from liquidity and credit concerns. As of April 30, 2008, we had no direct holdings in these categories of investments and our exposure to these financial instruments through our indirect holdings in money market mutual funds was less than 1% of total cash, cash equivalents and short-term investments, which we do not consider to be material. As of April 30, 2008, we had no impairment charge associated with our short-term investment portfolio. However, we cannot predict future market conditions or market liquidity and can provide no assurance that our investment portfolio will not have other than temporary impairment.

From time to time we are subject to claims that our products infringe on third party intellectual property rights.

Under our customer agreements and other license agreements, we agree in many cases to indemnify our customers if our products infringe on a third party s intellectual property rights. As a result, we are from time to time subject to claims that our products infringe on these third party rights. For example, in March 2007, we settled a matter with Magma Design, Inc. in which both parties claimed patent infringement. As part of the settlement, Magma paid us an aggregate of $12.5 million. We are also currently defending some of our customers against claims that their use of one of our products infringes on a patent held by a Japanese electronics company. We believe this claim is without merit and will continue to vigorously defend against it.

These types of claims can, however, result in costly and time-consuming litigation, require us to enter into royalty arrangements, subject us to damages or injunctions restricting our sale of products, require us to refund license fees to our customers or to forgo future payments or require us to redesign certain of our products, any one of which could materially and adversely affect our business, results of operations and financial condition.

A failure to protect our proprietary technology would have a material adverse effect on our business, results of operations and financial condition.

Our success depends in part upon protecting our proprietary technology. To protect this technology, we rely on agreements with customers, employees and others and on intellectual property laws worldwide. We can provide no assurance that these agreements will not be breached, that we would have adequate remedies for any breach or that our trade secrets will not otherwise become known or be independently developed by competitors. Moreover, some foreign countries do not currently provide effective legal protection for intellectual property; our ability to prevent the unauthorized use of our products in those countries is therefore limited. We have a policy of aggressively pursuing action against companies or individuals that wrongfully appropriate or use our products and technologies. For example, we are pursuing anti-piracy cases against certain companies located in China. However, there can be no assurance that these actions will be successful. If we do not obtain or maintain appropriate patent, copyright or trade secret protection, for any reason, or cannot fully defend our intellectual property rights in some jurisdictions, our business, financial condition and results of operations would be materially and adversely affected. In addition, intellectual property litigation is lengthy, expensive and uncertain and legal fees related to such litigation may reduce our net income.

Our business is subject to evolving corporate governance and public disclosure regulations that have increased both our costs and the risk of noncompliance, which could have an adverse effect on our stock price.

We are subject to rules and regulations promulgated by a number of governmental and self-regulated organizations, including the SEC, Nasdaq and the Public Company Accounting Oversight Board. Many of these regulations continue to evolve, making compliance more difficult and uncertain. In addition, our efforts to comply with these new regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

In particular, Section 404 of Sarbanes-Oxley Act of 2002 and related regulations require us to include a management assessment of our internal control over financial reporting and our auditors to render an opinion as to the effectiveness of our internal control over financial reporting in our annual reports. This effort has required, and will continue to require in the future, the commitment of significant financial and managerial resources. Any failure to complete a favorable assessment and obtain an unqualified opinion from our auditors could have a material adverse effect on our stock price.

A failure to timely recruit and retain key employees would have a material adverse effect on our business.

To be successful, we must attract and retain key technical, sales and managerial employees, including those who join Synopsys in connection with acquisitions. There are a limited number of qualified EDA and IC design engineers, and competition for these individuals is intense. Our employees are often recruited aggressively by our competitors and our customers. In addition, a reorganization of our operations to better address customer needs, improve operational efficiency or reduce expenses may lead to the loss of key employees. Any failure to recruit and retain key technical, sales and managerial employees would have a material adverse effect on our business, results of operations and financial condition.

We issue stock options and restricted stock units and maintain employee stock purchase plans as a key component of our overall compensation. There is growing pressure on public companies from stockholders, who must approve any increases in our equity pool, generally to reduce our overhang or amount of outstanding and unexercised stock options. In addition, recent accounting rules that require us to recognize compensation expense in our results from operations for employee equity grants and our employee stock purchase plan have increased pressure to limit equity grants. These factors may make it more difficult for Synopsys to grant attractive equity-based packages in the future, which could adversely impact our ability to attract and retain key employees.

Product errors or defects could expose us to liability and harm our reputation.

Despite extensive testing prior to releasing our products, software products frequently contain errors or defects, especially when first introduced, when new versions are released or when integrated with technologies developed by acquired companies. Product errors could affect the performance or interoperability of our products, could delay the development or release of new products or new versions of products and could adversely affect market acceptance or perception of our products. In addition, allegations of IC manufacturability issues resulting from use of our IP products could, even if untrue, adversely affect our reputation and our customers willingness to license IP products from us. Any such errors or delays in releasing new products or new versions of products or allegations of unsatisfactory performance could cause us to lose customers, increase our service costs, subject us to liability for damages and divert our resources from other tasks, any one of which could materially and adversely affect our business, results of operations and financial condition.

Catastrophic events may disrupt our business.

We rely on our network infrastructure and enterprise applications, and technology systems for our development, marketing, operational, support and sales activities. A disruption or failure of these systems in the event of a major earthquake, fire, telecommunications failure, cyber-attack, terrorist attack, or other catastrophic event could cause system interruptions, delays in our product development and loss of critical data and could prevent us from fulfilling our customers orders. Our corporate headquarters, a significant portion of our research and development activities, our data centers, and certain other critical business operations are located in California, near major earthquake faults. We believe we have developed sufficient disaster recovery plans and backup systems to reduce the potentially adverse effect of such events, but a catastrophic event that results in the destruction or disruption of any of our data centers or our critical business or information technology systems could severely affect our ability to conduct normal business operations and, as a result, our future operating results could be adversely affected.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below sets forth information regarding repurchases of Synopsys common stock by Synopsys during the three months ended April 30, 2008.

Period (1)	**TOTAL NUMBER OF SHARES PURCHASED**		**AVERAGE PRICE PAID PER SHARE**	**TOTAL NUMBER OF SHARES PURCHASED AS PART OF PUBLICLY ANNOUNCED PROGRAMS**		**MAXIMUM DOLLAR VALUE OF SHARES THAT MAY YET BE PURCHASED UNDER THE PROGRAMS**
Month #1 February 3, 2008 through March 8, 2008	3,108,300	$	23.0836	3,108,300	$	275,158,513
Month #2 March 9, 2008 through April 5, 2008	672,200	$	22.9652	672,200	$	259,721,283
Month #3 April 6, 2008 through May 3, 2008					$	259,721,283
Total	3,780,500	$	23.0626	3,780,500	$	259,721,283

(1) All months shown are Synopsys fiscal months.

All shares were purchased pursuant to a $500 million stock repurchase program approved by Synopsys Board of Directors on December 1, 2004 which was replenished to $500 million on March 22, 2007. Funds are available until expended or until the program is suspended by the Chief Financial Officer or the Board of Directors.

The remaining information required by Item 2 is set forth in Note 4 of *Notes to Unaudited Condensed Consolidated Financial Statements* incorporated by reference here.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

We held our Annual Meeting of Stockholders at our Mountain View, California offices on April 21, 2008. Three matters were submitted to, and approved by, stockholders, as set forth below.

1. The stockholders elected nine directors to our Board of Directors, to hold office for a one-year term and until their successors are elected. The votes regarding this matter were as follows:

	Total Votes For Each Director	Total Votes Withheld From Each Director	Broker Non-Votes
Aart J. de Geus	125,450,916	2,058,524	0
Chi-Foon Chan	125,849,636	1,659,804	0
Alfred Castino	126,529,805	979,635	0
Bruce R. Chizen	126,527,975	981,465	0
Deborah A. Coleman	125,814,480	1,694,960	0
John Schwarz	126,145,043	1,364,397	0
Sasson Somekh	126,541,899	967,541	0
Roy Vallee	125,555,272	1,954,168	0
Steven C. Walske	125,790,494	1,718,946	0

2. The stockholders approved an amendment to our Employee Stock Purchase Plan (including the international component we refer to as our International Employee Stock Purchase Plan) to increase the number of shares of common stock authorized for issuance under the plans by 4,000,000 shares.

For	Against	Abstain	Broker Non-Votes
109,338,912	4,749,994	71,680	13,348,854

3. The stockholders ratified the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2008. The votes regarding this matter were as follows:

For	Against	Abstain	Broker Non-Votes
125,842,030	1,647,342	20,068	0

ITEM 6. EXHIBITS

3.1	Amended and Restated Certificate of Incorporation of Synopsys, Inc. (1)
3.2	Restated Bylaws of Synopsys, Inc. (2)
4.1	Reference is made to Exhibit 3.1 and 3.2.
10.22	Employee Stock Purchase Plan, as amended. (3)
10.23	International Employee Stock Purchase Plan, as amended. (4)
10.49	Executive Incentive Plan (2008). (5)
31.1	Certification of Chief Executive Officer as required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer as required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer and Chief Financial Officer as required by Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code.

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(1) Incorporated by reference from the like described exhibit to Synopsys Quarterly Report on Form 10-Q (Commission File No. 000-19807) for the quarterly period ended July 31, 2003.

(2) Incorporated by reference from the like described exhibit to Synopsys Current Report on Form 8-K (Commission File No. 000-19807) filed with the Commission on December 10, 2007.

(3) Incorporated by reference from Appendix B to Synopsys definitive proxy statement for the 2008 Annual Meeting of Stockholders filed with the Commission on March 4, 2008.

(4) Incorporated by reference from Appendix C to Synopsys definitive proxy statement for the 2008 Annual Meeting of Stockholders filed with the Commission on March 4, 2008.

(5) Incorporated by reference from the like described exhibit to Synopsys Current Report on Form 8-K (Commission File No. 000-19807) filed with the Commission on February 1, 2008.

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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 thereunto duly authorized.

SYNOPSYS, INC.

By: /s/ Brian M. Beattie
Brian M. Beattie
Chief Financial Officer
(Principal Financial Officer)

Date: June 10, 2008

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