UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
FORM 10-Q

(MARK ONE)

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JULY 31, 2001

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER: 0-19807

SYNOPSYS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	56-1546236
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

700 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043
(Address of principal executive offices)

TELEPHONE: (650) 584-5000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (l) has filed all reports required to be filed by Section 13, or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

59,302,014 shares of Common Stock as of September 8, 2001

EXPLANATORY NOTE

This amendment is being filed to add additional disclosures in Management's Discussion and Analysis and Results of Operations and the Unaudited Condensed Consolidated Financial Statements and notes thereto.

SYNOPSYS, INC.
QUARTERLY REPORT ON FORM 10-Q
JULY 31, 2001

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PART I

ITEM 1. FINANCIAL STATEMENTS

SYNOPSYS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)

	JULY 31, 2001 *(unaudited)*	OCTOBER 31, 2000
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 134,504**	$ 153,120
Short-term investments	**174,371**	282,519
Total cash and short-term investments	**308,875**	435,639
Accounts receivable, net of allowances of $8,660 and $9,539, respectively	**131,721**	146,449
Prepaid expenses, deferred taxes and other	**98,557**	102,433
Total current assets	**539,153**	684,521
Property and equipment, net	**173,661**	157,243
Long-term investments	**88,222**	126,741
Intangible assets, net	**39,428**	51,776
Other assets	**53,570**	30,712
Total assets	**$ 894,034**	$ 1,050,993
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	**$ 120,980**	$ 139,290
Current portion of long-term debt	**535**	6,416
Accrued income taxes	**36,690**	56,304
Deferred revenue	**250,752**	150,654
Total current liabilities	**408,957**	352,664
Long-term debt	**123**	564
Deferred compensation	**17,717**	14,936
Other liability	**7,161**	--
Stockholders' equity:		
Preferred stock, $.01 par value; 2,000 shares authorized; no shares outstanding	**--**	--
Common stock, $.01 par value; 200,000 shares authorized: 58,963 and 62,877 shares outstanding, respectively	**590**	629
Additional paid-in capital	**573,787**	558,716
Retained earnings	**421,507**	405,419
Treasury stock, at cost	**(552,174)**	(329,493)
Accumulated other comprehensive income	**16,366**	47,558
Total stockholders' equity	**460,076**	682,829
Total liabilities and stockholders' equity	**$ 894,034**	$ 1,050,993

The accompanying notes are an integral part of these financial statements.

SYNOPSYS, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	THREE MONTHS ENDED JULY 31,		NINE MONTHS ENDED JULY 31,	
	2001	2000	2001	2000
Revenue:				
Product	**$ 44,858**	$ 143,348	**$ 117,152**	$ 396,930
Service	**81,430**	85,487	**259,900**	253,626
Ratable license	**49,822**	--	**119,736**	--
Total revenue	**176,110**	228,835	**496,788**	650,556
Cost of revenue:				
Product	**6,086**	10,169	**17,616**	31,108
Service	**19,158**	21,851	**58,427**	59,723
Ratable license	**7,476**	--	**19,689**	--
Total cost of revenue	**32,720**	32,020	**95,732**	90,831
Gross margin	**143,390**	196,815	**401,056**	559,725
Operating expenses:				
Research and development	**49,382**	50,323	**143,239**	140,552
Sales and marketing	**68,954**	73,709	**207,735**	211,100
General and administrative	**19,140**	15,973	**50,933**	42,255
Amortization of intangible assets	**4,163**	3,745	**12,514**	10,956
In-process research and development	**--**	--	**--**	1,750
Total operating expenses	**141,639**	143,750	**414,421**	406,613
Operating income (loss)	**1,751**	53,065	**(13,365)**	153,112
Other income, net	**19,499**	8,797	**66,901**	27,431
Income before provision for income taxes	**21,250**	61,862	**53,536**	180,543
Provision for income taxes	**6,800**	20,491	**17,132**	60,495
Net income	**$ 14,450**	$ 41,371	**$ 36,404**	$ 120,048
Basic earnings per share	**$ 0.24**	$ 0.61	**$ 0.60**	$ 1.71
Weighted average common shares outstanding	**60,048**	68,278	**61,050**	70,026
Diluted earnings per share	**$ 0.22**	$ 0.59	**$ 0.56**	$ 1.65
Weighted average common shares and dilutive stock options outstanding	**64,887**	69,603	**65,362**	72,591

The accompanying notes are an integral part of these financial statements.

SYNOPSYS, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	NINE MONTHS ENDED JULY 31, 2001	NINE MONTHS ENDED JULY 31, 2000
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:		
Net income	**$ 36,404**	$ 120,048
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Depreciation and amortization	**48,149**	46,583
Tax benefit associated with stock options	**14,603**	10,408
Provision for doubtful accounts and sales returns	**2,237**	1,788
Interest accretion on notes payable	**306**	601
Gain on sale of long-term investments	**(43,128)**	(7,060)
Write-down of long-term investments	**4,348**	--
Gain on sale of silicon libraries business	**(10,580)**	--
In-process research and development	**--**	1,750
Net changes in operating assets and liabilities:		
Accounts receivable	**12,491**	(49,114)
Prepaid expenses and other current assets	**(2,366)**	468
Other assets	**(414)**	(14,737)
Accounts payable and accrued liabilities	**(22,008)**	16,581
Accrued income taxes	**(19,614)**	14,497
Deferred revenue	**100,153**	20,576
Deferred compensation	**2,781**	5,420
Net cash provided by operating activities	**123,362**	167,809
CASH FLOWS FROM INVESTING ACTIVITIES:		
Expenditures for property and equipment	**(51,980)**	(45,232)
Purchases of short-term investments	**(1,656,744)**	(1,989,729)
Proceeds from sales and maturities of short-term investments	**1,764,892**	2,196,283
Purchases of long-term investments	**(11,000)**	(9,498)
Proceeds from sale of long-term investments	**62,446**	11,515
Proceeds from the sale of silicon libraries business	**4,122**	--
Acquisitions, net of cash acquired	**--**	(8,592)
Capitalization of software development costs	**(750)**	(500)
Intangible assets, net	**(166)**	684
Net cash provided by investing activities	**110,820**	154,931
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments of debt obligations	**(6,468)**	(14,000)
Issuances of long-term debt	**--**	727
Issuances of common stock	**89,310**	47,008
Purchases of treasury stock	**(331,878)**	(211,301)
Net cash used in financing activities	**(249,036)**	(177,566)
Effect of exchange rate changes on cash	**(3,762)**	(3,601)
Net (decrease) increase in cash and cash equivalents	**(18,616)**	141,573
Cash and cash equivalents, beginning of period	**153,120**	309,394
Cash and cash equivalents, end of period	**$ 134,504**	$ 450,967

The accompanying notes are an integral part of these financial statements.

SYNOPSYS, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF COMPANY AND BASIS OF PRESENTATION

Synopsys, Inc. (Synopsys or the Company) is a leading supplier of electronic design automation (EDA) software to the global electronics industry. The Company develops, markets, and supports a wide range of integrated circuit (IC) design products that are used by designers of advanced ICs, including system-on-a-chip ICs, and the electronic systems (such as computers, cell phones, and internet routers) that use such ICs, to automate significant portions of their design process. Synopsys' products offer its customers the opportunity to design ICs that are optimized for speed, area, power consumption and production cost, while reducing overall design time. The Company also provides consulting services to help its customers improve their IC design processes and, where requested, to assist them with their IC designs, as well as training and support services.

The Company's fiscal year ends on the Saturday nearest October 31. Fiscal year 2000 was a 52-week year and fiscal year 2001 will be a 53-week year with the extra week added to the first quarter. For presentation purposes, the unaudited condensed consolidated financial statements and notes refer to the calendar month end.

The unaudited condensed consolidated financial statements include the accounts of Synopsys and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the financial position and results of operations of the Company have been made. Operating results for the interim periods are not necessarily indicative of the results that may be expected for any future period or the full fiscal year. The unaudited condensed consolidated financial statements and notes included herein should be read in conjunction with the consolidated financial statements and notes thereto for the fiscal year ended October 31, 2000, included in the Company's 2000 Annual Report on Form 10-K.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the unaudited condensed consolidated financial statements and accompanying notes. A change in the facts and circumstances surrounding these estimates and assumptions could result in a change to the estimates and assumptions and impact future operating results.

2. SIGNIFICANT ACCOUNTING POLICIES

REVENUE RECOGNITION AND COST OF REVENUE

Revenue consists of fees for perpetual and time-based licenses for the Company's software products, sales of hardware system products, post-contract customer support (PCS), customer training and consulting. The Company classifies its revenues as product, service or ratable license. Product revenue consists primarily of perpetual and non-ratable time-based license revenue. Service revenue consists of PCS under perpetual and non-ratable time-based licenses and fees for consulting services and training. Ratable license revenue is all fees related to time-based licenses bundled with post-contract customer support (PCS) and sold as a single package (commonly referred to by the Company as a Technology Subscription License or TSL) and time-based licenses that include extended payment terms or unspecified additional products.

Cost of product revenue includes cost of production personnel, product packaging, documentation, amortization of capitalized software development costs and purchased technology, and costs of the Company's systems products. Cost of service revenue includes personnel and the related costs associated with providing training, consulting and PCS. Cost of ratable license revenue includes the cost of products and services related to time-based licenses bundled with PCS and sold as a single package and to time-based licenses that include extended payment terms or unspecified additional products.

The Company recognizes revenue in accordance with SOP 97-2, Software Revenue Recognition (SOP 97-2), as amended by SOP 98-9, and generally recognizes revenue when all of the following criteria are met as set forth in paragraph 8 of SOP 97-2:

- Persuasive evidence of an arrangement exists,
- Delivery has occurred,
- The vendor's fee is fixed or determinable, and
- Collectibility is probable.

The Company defines each of the four criteria above as follows:

Persuasive Evidence of an Arrangement Exists. It is the Company's customary practice to have a written contract, which is signed by both the customer and Synopsys, or a purchase order from those customers that have previously negotiated a standard end-user license arrangement or volume purchase agreement, prior to recognizing revenue on an arrangement.

Delivery Has Occurred. The Company's software may be either physically or electronically delivered to its customers. For those products that are delivered physically, the Company's standard transfer terms are FOB shipping point. For an electronic delivery of software, delivery is considered to have occurred when the customer has been provided with the access codes that allow the customer to take immediate possession of the software on its hardware.

If undelivered products or services exist in an arrangement that are essential to the functionality of the delivered product, delivery is not considered to have occurred.

The Vendor's Fee is Fixed or Determinable. The fee the Company's customers pay for its products is negotiated at the outset of an arrangement, and is generally based on the specific volume of products to be delivered. The Company's license fees are not a function of variable-pricing mechanisms such as the number of units distributed or copied by the customer, or the expected number of users in an arrangement. Therefore, except in cases where the Company grants extended payment terms to a specific customer, the Company's fees are considered to be fixed or determinable at the inception of its arrangements.

The Company's customary payment terms are such that a minimum of 75% of the arrangement revenue is due within one year or less. Arrangements with payment terms extending beyond the customary payment terms are considered not to be fixed or determinable. Revenue from such arrangements is recognized at the lesser of the aggregate of amounts due and payable or the amount of the arrangement fee that would have been recognized if the fees had been fixed or determinable.

Collectibility is Probable. Collectibility is assessed on a customer-by-customer basis. The Company typically sells to customers for which there is a history of successful collection. New customers are subjected to a credit review process, which evaluates the customers' financial positions and ultimately their ability to pay. New customers are typically assigned a credit limit based on a formulated review of their financial position. Such credit limits are only increased after a successful collection history with the customer has been established. If it is determined from the outset of an arrangement that collectibility is not probable based upon the Company's credit review process, revenue is recognized on a cash-collected basis.

<u>Multiple-Element Arrangements</u>. The Company allocates revenue on software arrangements involving multiple elements to each element based on the relative fair values of the elements. The Company's determination of fair value of each element in multiple-element arrangements is based on vendor-specific objective evidence (VSOE). The Company limits its assessment of VSOE for each element to the price charged when the same element is sold separately.

The Company has analyzed all of the elements included in its multiple-element arrangements and determined that it has sufficient VSOE to allocate revenue to the PCS components of its perpetual license products and consulting. Accordingly, assuming all other revenue recognition criteria are met, revenue from perpetual licenses is recognized upon delivery using the residual method in accordance with SOP 98-9, and revenue from PCS is recognized ratably over the PCS term. The Company recognizes revenue from TSLs over the term of the ratable license period, as the license and PCS portions of a TSL are bundled and not sold separately. Revenue from contracts with extended payment terms are recognized as the lesser of amounts due and payable or the amount of the arrangement fee that would have been recognized if the fee were fixed or determinable.

Certain of the Company's time-based licenses include unspecified additional products. The Company recognizes revenue from time-based licenses that include unspecified additional software products and from licenses sold with extended payment terms that are not considered to be fixed and determinable in an amount that is the lesser of amounts due and payable or the ratable portion of the entire fee. Revenue from contracts with unspecified additional software products is recognized ratably over the contract term.

Consulting Services. The Company provides design methodology assistance, specialized services relating to telecommunication systems design and turnkey design services. The Company's consulting services generally are not essential to the functionality of the software. The Company's software products are fully functional upon delivery and implementation does not require any significant modification or alteration. The Company's services to its customers often include assistance with product adoption and integration and specialized design methodology assistance. Customers typically purchase these professional services to facilitate the adoption of the Company's technology and dedicate personnel to participate in the services being performed, but they may also decide to use their own resources or appoint other professional service organizations to provide these services. Software products are billed separately and independently from consulting services, which are generally billed on a time-and-materials or milestone-achieved basis. The Company generally recognizes revenue from consulting services as the services are performed.

Exceptions to the general rule above involve arrangements where the Company has committed to significantly alter the features and functionality of its software or build complex interfaces necessary for the Company's software to function in the customer's environment. These types of services are considered to be essential to the functionality of the software. Accordingly, contract accounting is applied to both the software and service elements included in these arrangements.

ADOPTION OF SFAS 133

On November 1, 2000, Synopsys adopted Statement of Financial Accounting Standards No. 133 (SFAS 133), Accounting for Derivative Instruments and Hedging Activities, as amended. SFAS 133 establishes accounting and reporting standards for derivative instruments and hedging activities. SFAS 133 requires that all derivatives be recognized as either assets or liabilities at fair value. Derivatives that are not designated as hedging instruments are adjusted to fair value through earnings. If the derivative is designated as a hedging instrument, depending on the nature of the exposure being hedged, changes in fair value will either be offset against the change in fair value of the hedged asset, liability, or firm commitment through earnings, or recognized in other comprehensive income until the hedged anticipated transaction affects earnings. The ineffective portion of the hedge is recognized in earnings immediately. Upon adoption of SFAS 133, the cumulative transition adjustment was insignificant.

FOREIGN EXCHANGE CONTRACTS

The Company operates internationally and therefore is exposed to potentially adverse movements in foreign currency rates. The Company has entered into foreign exchange forward contracts to reduce its exposure to foreign currency rate changes on non-functional currency denominated balance sheet positions. The objective of these contracts is to neutralize the impact of foreign currency rate movements on the Company's operating results.

Foreign exchange forward contracts require the Company to exchange currencies at rates agreed upon at the inception of the contracts. These contracts reduce the exposure to fluctuations in exchange rates because the gains and losses associated with foreign currency balances and transactions are generally offset with the gains and losses of the hedge contracts. Because the impact of movements in currency exchange rates on forward contracts offsets the related impact on the underlying items being hedged, these financial instruments help alleviate the risk that might otherwise result from changes in currency exchange rates.

3. SALE OF SILICON LIBRARIES BUSINESS

On January 4, 2001, the Company sold the assets of its silicon libraries business to Artisan Components, Inc. (Artisan) for a total sales price of $15.5 million, including common stock with a fair value on the date of sale of $11.4 million, and cash of $4.1 million. The net book value of the assets sold was $1.4 million. In connection with the sale, the Company subcontracted certain performance obligations under existing contracts to Artisan. The Company estimated the costs associated with the completion of these subcontract agreements to be approximately $750,000. Expenses incurred in connection with the sale were $2.8 million. The Company recorded a gain on the sale of the business of $10.6 million which is included in other income and expense on the accompanying unaudited condensed consolidated statement of operations. The subcontract agreements were completed during the third quarter of fiscal 2001 at a total cost of $1.4 million. Direct revenue for the silicon libraries business was $0.2 million and $3.9 million for the nine-month periods ended July 31, 2001 and 2000, respectively. Direct revenue for this business was $4.3 million in fiscal 2000.

4. STOCK REPURCHASE PROGRAM

In August 2000, the Company established a stock repurchase program under which Synopsys common stock with an aggregate market value up to $500 million may be acquired in the open market. This program followed the completion of a $200 million stock repurchase program authorized in June 1999. In July 2001, the Company completed the August 2000 stock repurchase program and the Board of Directors authorized a new stock repurchase program under which Synopsys common stock with a market value up to $500 million could be acquired in the open market through October 31, 2002. Common shares repurchased are intended to be used for ongoing stock issuances under the Company's employee stock plans and for other corporate purposes. Under the share repurchase programs, for the three- and nine-month periods ended July 31, 2001, the Company purchased 2.4 million and 6.6 million shares, respectively, of Synopsys common stock in the open market, at average prices of $53 per share and $50 per share, respectively. For the three- and nine-month periods ended July 31, 2000, the Company purchased 0.7 million and 4.4 million shares, respectively, of Synopsys common stock in the open market under the June 1999 share repurchase program, at average prices of $40 per share and $48 per share, respectively. At July 31, 2001, $481.9 million remained available for repurchases under the July 2001 program.

5. COMPREHENSIVE INCOME

The following table sets forth the components of comprehensive income, net of income tax expense:

	THREE MONTHS ENDED JULY 31,		NINE MONTHS ENDED JULY 31,	
(in thousands)	**2001**	**2000**	**2001**	**2000**
Net income	**$ 14,450**	$ 41,371	**$ 36,404**	$ 120,048
Foreign currency translation adjustment	**(936)**	(1,120)	**(3,763)**	(3,601)
Unrealized gain (loss) on investments	**1,803**	24,624	**(1,863)**	40,903
Reclassification adjustment for realized gains on investments	**(7,967)**	(1,181)	**(25,566)**	(4,237)
Total comprehensive income	**$ 7,350**	$ 63,694	**$ 5,212**	$ 153,113

6. EARNINGS PER SHARE

Basic earnings per share is computed using the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed using the weighted-average number of common shares and dilutive employee stock options outstanding during the period. The dilutive effect of the weighted-average number of employee stock options outstanding is computed using the treasury stock method.

The following table sets forth the computation of basic and diluted earnings per share:

(in thousands, except per share amounts)	THREE MONTHS ENDED JULY 31, 2001	THREE MONTHS ENDED JULY 31, 2000	NINE MONTHS ENDED JULY 31, 2001	NINE MONTHS ENDED JULY 31, 2000
NUMERATOR:				
Net income	**$ 14,450**	$ 41,371	**$ 36,404**	$ 120,048
DENOMINATOR:				
Weighted-average common shares outstanding	**60,048**	68,278	**61,050**	70,026
Effect of dilutive employee stock options	**4,839**	1,325	**4,312**	2,565
Diluted common shares	**64,887**	69,603	**65,362**	72,591
Basic earnings per share	**$ 0.24**	$ 0.61	**$ 0.60**	$ 1.71
Diluted earnings per share	**$ 0.22**	$ 0.59	**$ 0.56**	$ 1.65

The effect of dilutive employee stock options excludes approximately 3,577,000 and 5,598,000 stock options for the three-month periods ended July 31, 2001 and 2000, respectively, and 3,513,000 and 3,366,000 for the nine-month periods ended July 31, 2001 and 2000, respectively, which were anti-dilutive for earnings per share calculations.

7. SEGMENT DISCLOSURE

Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise and Related Information (SFAS 131), requires disclosures of certain information regarding operating segments, products and services, geographic areas of operation and major customers. The method for determining what information to report under SFAS 131 is based upon the "management approach," or the way that management organizes the operating segments of the Company that have separate financial information available that is evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and in assessing performance. Synopsys' CODM is the Chief Executive Officer and Chief Operating Officer.

The Company provides comprehensive design technology products and consulting services in the EDA software industry and has determined that it operates in only one segment. The CODM evaluates the performance of the Company based on profit or loss from operations before income taxes and excluding merger-related costs, in-process research and development and amortization of intangible assets. For the purpose of making operating decisions, the CODM primarily considers financial information presented on a consolidated basis accompanied by disaggregated information about revenues by geographic region. Because the Company operates in only one segment, there are no differences between the accounting policies used to measure profit and loss for the Company segment and those used on a consolidated basis. Revenue is defined as revenues from external customers.

The disaggregated financial information reviewed by the CODM is as follows:

(in thousands)	THREE MONTHS ENDED JULY 31, 2001	2000	NINE MONTHS ENDED JULY 31, 2001	2000
Revenue:				
Product	**$ 44,858**	$ 143,348	**$ 117,152**	$ 396,930
Service	**81,430**	85,487	**259,900**	253,626
Ratable license	**49,822**	--	**119,736**	--
Total revenue	**$ 176,110**	$ 228,835	**$ 496,788**	$ 650,556
Gross margin	**$ 143,390**	$ 196,815	**$ 401,056**	$ 559,725
Operating income (loss) before amortization of intangible assets, and in-process research and development	**$ 5,914**	$ 56,810	**$ (851)**	$ 165,818

There were no merger related costs in the periods presented.

Reconciliation of the Company's segment profit and loss to the Company's operating income (loss) before provision for income taxes is as follows:

(in thousands)	THREE MONTHS ENDED JULY 31, 2001	2000	NINE MONTHS ENDED JULY 31, 2001	2000
Operating income (loss) before amortization of intangible assets, and in-process research and development	**$ 5,914**	$ 56,810	**$ (851)**	$ 165,818
Amortization of intangible assets	**(4,163)**	(3,745)	**(12,514)**	(10,956)
In-process research and development	**--**	--	**--**	(1,750)
Operating income (loss)	**$ 1,751**	$ 53,065	**$ (13,365)**	$ 153,112

Revenue and long-lived assets related to operations in the United States and other geographic areas are as follows:

(in thousands)	THREE MONTHS ENDED JULY 31, 2001	2000	NINE MONTHS ENDED JULY 31, 2001	2000
Revenue:				
United States	**$ 110,770**	$ 121,758	**$ 306,650**	$ 374,750
Europe	**33,460**	34,967	**91,214**	119,879
Japan	**18,405**	56,971	**53,060**	110,720
Other	**13,475**	15,139	**45,864**	45,207
Consolidated	**$ 176,110**	$ 228,835	**$ 496,788**	$ 650,556

(in thousands)	JULY 31, 2001	OCTOBER 31, 2000
Long-lived assets:		
United States	**$ 158,992**	$ 140,923
Other	**14,669**	16,320
Consolidated	**$ 173,661**	$ 157,243

Geographic revenue data for multi-region, multi-product transactions reflect internal allocations and is therefore subject to certain assumptions and to the Company's methodology. Revenue is not reallocated among geographic regions to reflect any re-mixing of licenses between different regions following the initial product shipment.

The Company segregates revenue into five categories for purposes of internal management reporting: IC Implementation, including both the Design Compiler (DC) Family and Physical Synthesis; Verification and Test; Intellectual Property (IP) and System Level Design; Transistor Level Design; and Professional Services. Revenue for each of the categories is as follows:

	THREE MONTHS ENDED JULY 31,		NINE MONTHS ENDED JULY 31,	
(in thousands)	**2001**	**2000**	**2001**	**2000**
Revenue:				
IC Implementation				
DC Family	**$ 55,510**	$ 85,985	**$ 162,933**	$ 227,856
Physical Synthesis	**13,212**	7,443	**29,867**	24,406
Verification and Test	**52,013**	66,973	**141,556**	198,300
IP and System Level Design	**23,206**	30,763	**61,585**	91,245
Transistor Level Design	**14,203**	17,789	**38,398**	48,601
Professional Services	**17,966**	19,882	**62,449**	60,148
Consolidated	**$ 176,110**	$ 228,835	**$ 496,788**	$ 650,556

No single customer accounted for more than ten percent of the Company's consolidated revenue in the three-month periods ended July 31, 2001 and 2000 or for the nine-month periods ended July 31, 2001 and 2000.

8. DERIVATIVE FINANCIAL INSTRUMENTS

The Company currently uses derivative instruments, designated as cash flow hedges, to hedge the variability of cash flows attributable to the forecasted sale of available-for-sale (AFS) securities accounted for under Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities (SFAS 115). In accounting for a derivative designated as a cash flow hedge, the effective portion of the change in fair value of the derivative is initially recorded in other comprehensive income (OCI) and reclassified into earnings when the hedged anticipated transaction affects earnings. The ineffective portion of the change in the fair value of the derivative is recognized in earnings immediately.

AFS investments accounted for under SFAS 115 are subject to market price risk. From time to time, the Company enters into and designates forward contracts to hedge variable cash flows from anticipated sales of these investments. The Company's objective for entering into derivative contracts is to lock in the price of selected equity holdings while maintaining the rights and benefits of ownership until the anticipated sale occurs. The forecasted sale selected for hedging is determined by market conditions, up-front costs, and other relevant factors. The Company has generally selected forward sale contracts to hedge its market price risk.

Changes in the spot rate of the forward sale contracts designated and qualifying as cash flow hedges of the forecasted sale of AFS investments accounted for under SFAS 115 are reported in OCI. The notional amount of the forward designated as the hedging instrument is equal to the AFS securities being hedged. In addition, hedge effectiveness is assessed based on the changes in spot prices. As such, the hedging relationship is perfectly effective, both at inception of the hedge and on an on-going basis. The difference between the contract price and the forward price, which is generally not material, is reflected in other income.

During the three- and nine-month periods ended July 31, 2001, the Company physically settled certain forward contracts. The net gain on the forward contracts was offset by the net loss on the related AFS investment since inception of the hedge, with any gain or loss reclassified from OCI to other income.

The Company recorded a net realized gain on the sale of the available-for-sale investments of $13.1 million and $41.9 million (net of premium amortization), respectively, during the three- and nine-month periods ending July 31, 2001. As of July 31, 2001, the Company has recorded a liability of $7.2 million due to unrealized losses on forward contracts. As of July 31, 2001, the Company has recorded $30.7 million in long-term investments due to locked-in unrealized gains on the AFS investments. As of July 31, 2001, the maximum length of time over which the Company is hedging its exposure to the variability in future cash flows associated with the forward sale contracts is 13 months.

9. PROPOSED ACQUISITION OF IKOS SYSTEMS, INC.

On July 2, 2001, the Company entered into an Agreement and Plan of Merger with IKOS Systems, Inc. (IKOS). The Agreement provides for the acquisition of all outstanding shares of IKOS common stock by Synopsys. The merger is expected to be completed in August 2002, however, under certain circumstances the merger may close prior to June 30, 2002. The Company will account for the merger under the purchase method of accounting.

Upon completion of the merger, holders of IKOS common stock will be entitled to receive Synopsys common stock with a value between $6 and $20 in exchange for each share of IKOS common stock owned at the time of completion of the merger. The exact amount per share will depend upon the financial performance of IKOS during the 12-month measurement period ending June 30, 2002 and will be calculated based on formulas contained in the merger agreement. The formulas contained in the merger agreement provide for proportionate increases in the purchase price per IKOS share as IKOS' revenue, revenue plus change in backlog, as defined, or profit (loss) before tax (PBT) increase from one level to the next. If the merger closes before June 30, 2002, holders of IKOS common stock on the closing date will receive Synopsys common stock with a value of $15 for each share of IKOS common stock, regardless of IKOS' financial performance up to the date of closing. Regardless of when the merger closes, the purchase price per IKOS share is subject to reduction if the number of outstanding IKOS shares and options immediately before the effective time of the merger exceeds an agreed-upon level. However, the purchase price per IKOS share will not be less than $6.

The actual number of shares of Synopsys common stock to be issued in the merger and the aggregate purchase price at the effective time of the merger cannot be determined until the date on which the number of Synopsys shares to be issued becomes fixed.

The merger is subject to certain conditions, including IKOS achieving revenue of at least $50 million and losses before tax not exceeding $10 million during the twelve-month period ending June 30, 2002, expiration or termination of a Synopsys emulation non-compete agreement, IKOS stockholder approval, retention of certain employees, compliance with regulatory requirements and customary closing conditions.

10. OPERATING LEASES

In July 2001, the Company amended certain non-cancelable leases related to its corporate office facilities. The leases, originally scheduled to expire in February 2003 have been extended to February 2015. Monthly lease payments are approximately $0.8 million per month in the first year of the extended term escalating to $1.1 million per month in the last year of the extended term.

11. EFFECT OF NEW ACCOUNTING STANDARDS

During fiscal 2000, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements (SAB 101). The objective of SAB 101 is to provide further guidance on revenue recognition issues in the absence of authoritative literature addressing a specific arrangement or a specific industry. The Company is required to adopt the guidance in SAB 101 no later than the fourth quarter of fiscal 2001. Adoption of this guidance is not expected to have a material impact on the Company's financial position or results of operations.

In July 2001, the Financial Accounting Standards Board issued Statements of Financial Accounting Standards No. 141, Business Combinations, (SFAS 141) and No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001 and specifies criteria intangible assets acquired in a purchase method business combination must meet to be recognized apart from goodwill. SFAS 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead tested for impairment at least annually in accordance with the provisions of SFAS 142.

The Company is required to adopt the provisions of SFAS 141 immediately. Under SFAS 141, goodwill and intangible assets determined to have indefinite useful lives acquired in a purchase business combination completed after June 30, 2001, but before SFAS 142 is adopted will not be amortized, but will continue to be evaluated for impairment in accordance with SFAS 121. Goodwill and intangible assets acquired in business combinations completed before July 1, 2001 will continue to be amortized and tested for impairment in accordance with current accounting guidance until the date of adoption of SFAS 142.

Upon adoption of SFAS 142, SFAS 141 requires that the Company evaluate its existing intangible assets and goodwill that were acquired in prior purchase business combinations, and make any necessary reclassifications in order to conform with the new criteria in SFAS 141 for recognition apart from goodwill. Upon adoption of SFAS 142, the Company will be required to reassess the useful lives and residual values of all intangible assets acquired, and make any necessary amortization period adjustments. In addition, the Company will be required to test intangible assets with indefinite useful lives and goodwill for impairment in accordance with the provisions of SFAS 142 within the six-month period following adoption. Any impairment loss will be measured as of the date of adoption and recognized immediately as the cumulative effect of a change in accounting principle. Any subsequent impairment losses will be included in operating activities.

The Company expects to adopt SFAS 142 on November 1, 2002. As of July 31, 2001, unamortized goodwill is $39.4 million which, in accordance with the Statements, will continue to be amortized until the date of adoption of SFAS 142. Related amortization expense for the nine-month period ended July 31, 2001 is $12.5 million. Because of the extensive effort needed to comply with adopting SFAS 141 and 142, it is not practicable to reasonably estimate the impact of adopting these Statements on the Company's financial statements at the date of this report, including whether the Company will be required to recognize any transitional impairment losses.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements include the statements concerning effects of foreign currency hedging, adequacy of our cash as well as statements including the words "projects," "expects," "believes," "anticipates" or similar expressions. Actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including those set forth under "Factors That May Affect Future Results."

RESULTS OF OPERATIONS

Sale of Silicon Libraries Business. On January 4, 2001, we sold the assets of the our silicon libraries business to Artisan Components, Inc. (Artisan) for a total sales price of $15.5 million, including common stock with a fair value on the date of sale of $11.4 million, and cash of $4.1 million. The net book value of the assets sold was $1.4 million. In connection with the sale, we subcontracted certain performance obligations under existing contracts to Artisan. We estimated the costs associated with the completion of these subcontract agreements to be approximately $750,000. Expenses incurred in connection with the sale were $2.8 million. On the date of sale, the Company recorded a gain on the sale of the business of $10.6 million which is included in other income and expense on the accompanying unaudited condensed consolidated statement of operations. The subcontract agreements were completed during the third quarter of fiscal 2001 at a total cost of $1.4 million. Direct revenue for the silicon libraries business was $0.2 million and $3.9 million for the nine-month periods ended July 31, 2001 and 2000, respectively. Direct revenue for this business was $4.3 million in fiscal 2000.

Introduction of Technology Subscription Licenses (TSLs). On July 31, 2000, we introduced TSLs, which are time-limited rights to use our software. Since TSLs include bundled product and services, both product and service revenue is generally recognized ratably over the term of the license, or, if later, as payments become due. The terms of TSLs, and the payments due thereon, may be structured flexibly to meet the needs of the customer. With minor exceptions, under TSLs, customers cannot obtain major new products developed or acquired during the term of their license without making an additional purchase. Overall, we believe that TSLs have enabled us to (i) offer customers technology and terms that more closely match their needs; (ii) have greater visibility into our earnings stream; (iii) resist customer requests for special end-of-the-quarter discounts; and (iv) roll out our new technologies in a more planned manner.

The replacement of the prior form of time-based licenses by TSLs has impacted and will continue to impact our reported revenue. Under a ratable license, relatively little revenue is recognized during the quarter the product is delivered, and the remaining amount is recorded as deferred revenue, to the extent that the license fee has been paid or invoiced, to be recognized over the term of the license or will be considered backlog by the Company. Backlog is not recorded on our balance sheet. Under the prior form of time-based licenses, a high proportion of all license revenue was recognized in the quarter that the product was delivered, with relatively little recorded as deferred revenue or as backlog. Therefore, an order for a TSL will result in significantly lower current-quarter revenue than an equal-sized order under the prior form of time-based licenses.

We set revenue targets for any given quarter based, in part, upon an assumption that we will achieve a certain license mix of perpetual licenses and TSLs. The actual mix of licenses sold affects the revenue we recognize in the period. If we are unable to achieve our target license mix, we may not meet our revenue targets. Through the third quarter of 2001, our target license mix for new orders included 20% to 30% perpetual licenses. Since the introduction of TSLs, new product orders consisted of approximately 21% perpetual licenses and 79% TSLs. In the third quarter of 2001, the license mix was approximately 29% perpetual licenses and 71% TSLs. Notwithstanding the license mix in the third quarter, based on our experience in selling TSLs during the four quarter period since their introduction, we believe that the demand for TSLs versus perpetual license is stronger than originally anticipated, and have adjusted our target license mix accordingly. We expect that for the fourth quarter of 2001 and for fiscal 2002 perpetuals will comprise 15% to 20% of our license mix. Given the difference in the revenue profile of TSLs and perpetuals, this shift in license mix will reduce revenue in the short-term.

Revenue. Revenue consists of fees for perpetual and ratable licenses of the Company's software products, sales of hardware system products, post-contract customer support (PCS), customer training and consulting. We classify revenues as product, service or ratable license. Product revenue consists primarily of perpetual and non-ratable time-based license revenue (there were no non-ratable time-based licenses in fiscal 2001). Service revenue consists of PCS under perpetual and non-ratable time-based licenses and fees for consulting services and training. Ratable license revenue consists of all fees related to time-based licenses bundled with PCS and sold in a single package and time-based licenses that include extended payment terms or unspecified additional products.

As expected, revenue for the third quarter of fiscal 2001 decreased 23% to $176.1 million as compared to $228.8 million for the third quarter of fiscal 2000. For the nine-month periods ended July 31, 2001 and 2000, revenue decreased 24% to $496.8 million from $650.6 million, respectively. The decrease in revenue in 2001 compared to 2000 is due to the introduction and utilization for the full 2001 period of the ratable license model and the related inherent decrease in revenue due to the timing of revenue recognition under this license model. Since the introduction of the ratable license model, total revenues have increased sequentially on a quarterly basis as follows: $133.2 million in the fourth quarter of 2000, and $157.2 million, $163.5 million and $176.1 million for the first, second and third quarters of 2001, respectively.

Product revenue was $44.9 million for the third quarter of fiscal 2001, compared to $143.3 million for the third quarter of fiscal 2000, and $117.2 million and $396.9 million for the nine-month periods ended July 2001 and 2000, respectively. The decrease in product revenue during fiscal 2001 compared to fiscal 2000 is primarily due to the adoption of TSLs, which are reported separately as ratable license revenue, and the inherent decrease in revenue due to the timing of revenue recognition under this license model.

Ratable license revenue was $49.8 million for the third quarter of fiscal 2001 and $119.7 million for the nine-month period ended July 31, 2001. For the first three quarters of fiscal 2001, ratable revenue has increased, on a sequential quarter-to-quarter basis, amounting to: $31.0 million, $38.9 million and $49.8 million for the first, second and third quarters of 2001, respectively.

Service revenue was $81.4 million and $85.5 million for the third quarters of 2001 and 2000, respectively, and $259.9 million and $253.6 million for the nine-month periods ended July 31, 2001 and 2000, respectively. Service revenues have increased for the nine-month period ended July 31, 2001 compared to the same period during fiscal 2000 as a result of greater utilization of the our professional services consultants in the first two quarters of fiscal 2001. During fiscal 2000, the Company made a concerted effort to hire more professional services consultants in order to support the rollout of its Physical Synthesis products. For the third quarter of 2001, service revenue declined 5% compared to the third quarter of fiscal 2000. Service revenue was not affected by the change in the license model because service revenue is recognized ratably for maintenance or on the performance of services. The decline in revenue from the third quarter of 2000 to the third quarter of 2001 is due to the softening economy. Cost-cutting efforts by customers led to rescheduling of delivery dates on certain consulting projects and cancellation of others. As a result, projects anticipated to produce revenue in the third quarter of 2001 were not completed. Assuming no improvement in the current economic climate, the Company anticipates that customers will continue to review their engagements with outside consultants, and may eliminate or defer those determined to be non-critical.

International Revenue. The following table summarizes the performance of the various regions as a percent of total Company revenue:

	Three months ended July 31,		Nine months ended July 31,	
	2001	**2000**	**2001**	**2000**
North America	**63%**	53%	**62%**	58%
Europe	**19%**	15%	**18%**	18%
Japan	**10%**	25%	**11%**	17%
Other	**8%**	7%	**9%**	7%
Total	**100%**	100%	**100%**	100%

International revenue as a percentage of total revenue for the quarter ended July 31, 2001 decreased to 37% from 47% for the quarter ended July 31, 2000. International revenues as a percentage of total revenue decreased to 38% from 42% for the nine-month periods ended July 31, 2001 and 2000, respectively. In any given period, the geographic mix of revenue is influenced by the particular contracts closed during the quarter. There was a decline in the revenue contribution from Japan in fiscal 2001 primarily as a result of an exceptionally high revenue contribution from Japan for the third quarter of fiscal 2000. The majority of our international sales are denominated in the U.S. dollar. There were no foreign exchange gains or losses that were material to our financial results during the three- and nine-month periods ended July 31, 2001 and 2000.

Revenue - Product Groups. For management reporting purposes, our products have been organized into four distinct product groups -- IC Implementation, Verification and Test, Intellectual Property and System Level Design, Transistor Level Design -- and a services group -- Professional Services. The following table summarizes the revenue attributable to the various groups and as a percentage of total company revenue for the last five quarters:

	Q3-2001		Q2-2001		Q1-2001		Q4-2000		Q3-2000	
Revenue										
IC Implementation										
DC Family	**$55,510**	**32%**	$53,578	33%	$53,845	34%	$44,657	33%	$85,985	38%
Physical Synthesis	**13,212**	**7**	10,495	6	6,160	4	8,189	6	7,443	3
	68,722	**39**	64,073	39	60,005	38	52,846	39	93,428	41
Verification and Test	**52,013**	**30**	45,321	28	44,222	28	34,685	26	66,973	29
IP and System Level Design	**23,206**	**13**	19,938	12	18,441	12	18,729	14	30,763	13
Transistor Level Design	**14,203**	**8**	10,730	7	13,465	9	9,058	7	17,789	8
Professional Services	**17,966**	**10**	23,462	14	21,021	13	17,904	14	19,882	9
Total Company	**$176,110**	**100%**	$163,524	100%	$157,154	100%	$133,222	100%	$228,835	100%

IC Implementation. IC implementation includes two product categories, the Design Compiler (DC) Family and Physical Synthesis. The DC Family includes Design Compiler, our core logic synthesis product, Power Compiler, which provides "push-button" power optimization and early analysis for the design of low power circuits, and Module Compiler, which is used in the design of complex datapaths.

Quarterly revenue from the DC Family has increased since the introduction of our ratable license model, from $44.7 million in the fourth quarter of 2000 to $55.5 million in the third quarter of 2001. This increase is driven by a continued increase in revenues from the DC Compiler. The decrease in revenue from the third quarter of 2000 to the fourth quarter of 2000 principally reflects the impact of our change in license strategy. As a percentage of total revenue, the DC Family has remained relatively flat over the last four quarters, ranging from 32% to 34%. While we expect the relative revenue contribution from the DC Family to decline over time as our customers transition from the DC Family products to Physical Synthesis products, Design Compiler remains one of our top-selling products.

Included in the Physical Synthesis family are Physical Compiler, a product that unifies synthesis, placement and global routing, Chip Architect, a chip floor-planning product, Flex Route, a high-level router, and our detailed routing technology. This product group, introduced in fiscal 2000, has achieved 22% revenue growth for the nine-month period ended July 31, 2001 compared to the same period in 2000. Quarterly revenue from this product family has increased sequentially over the last five quarters with the exception of the first quarter of 2001. The decrease in revenue in the first quarter of 2001 compared to the fourth quarter of 2000 is due to the mix of license types sold in the quarter, specifically; fewer perpetual licenses were sold in that quarter compared to the preceding and following quarters. We expect to see continued increases in revenue from this product group for the remainder of fiscal 2001.

Verification and Test. Verification and Test includes our simulation, timing analysis, formal verification and test products. Revenue has increased in each quarter since the introduction of our ratable license model. This increase is primarily due to a growth in subscription revenue for our Verilog simulator, VCS, our static verification tool, and Prime Time. The decrease in revenue from the third quarter of 2000 to the fourth quarter of 2000 principally reflects the impact of our change in license strategy. We expect demand for verification products to increase as both semiconductor and systems companies encounter increasingly difficult verification challenges as chipmaking technology advances and ICs become more complex.

Intellectual Property and System Level Design (IP&SG). Our IP&SG products include the DesignWare library of design components and verification models, and system design products. Revenue has increased throughout fiscal 2001, primarily due to increased DesignWare revenue. We expect to see continued increases in revenue for this product group over the remainder of fiscal year 2001. During the first quarter of fiscal 2001, we sold our silicon libraries business, which had contributed direct revenue of $0.2 million, $0.5 million, and $0.1 million, in the first quarter of 2001, and the fourth and third quarters of fiscal 2000, respectively.

Transistor Level Design. Our transistor level design product group includes tools that are used in transistor-level simulation and analysis. Revenue from this product group has fluctuated since the introduction of TSLs as a result of the mix of license types of orders received. Because this is a relatively small product group, the revenue fluctuations have resulted in a trend in revenue as a percent of total revenue that is relatively flat over the last five quarters. We expect to see increases in revenue from this product group for the remainder of fiscal 2001.

Professional Services. The Professional Services group includes consulting and training. This group provides consulting services, including design methodology assistance, specialized telecommunications systems design services and turnkey design. Revenue from professional services increased quarterly from the fourth quarter of 2000 to the second quarter of 2001 as a result of increased sales of our turnkey design and wireless and broadband consulting services. However, in the third quarter of 2001, revenue from professional services declined 23% in comparison to the previous quarter. During the quarter, certain consulting projects were not completed as delivery dates were pushed out to future periods or canceled by customers which we believe to have been caused by the tightening economy. We anticipate that this revenue group will remain relatively flat for the remainder of fiscal 2001.

Cost of Revenue. Cost of product revenue includes personnel and related costs, production costs, product packaging, documentation, amortization of capitalized software development costs and purchased technology, and costs of the components of our hardware system products. The cost of internally developed capitalized software is amortized based on the greater of the ratio of current product revenue to the total of current and anticipated product revenue or the straight-line method over the software's estimated economic life of approximately two years. Cost of product revenue was 14% and 15% of total product revenue for the three and nine months ended July 31, 2001, as compared to 7% and 8% for the same periods during 2000. This increase is due to the decrease in the Company's revenues as a result of the change in license strategy. For the remainder of fiscal 2001, we expect the cost of product revenue as a percentage of revenue to remain relatively flat.

Cost of service revenue includes personnel and related costs associated with providing training and consulting services. Cost of service revenue as a percentage of total service revenue was 24% and 26% for the third quarters of fiscal 2001 and 2000, respectively, and 22% and 24% for each of the nine-month periods ended July 31, 2001 and 2000, respectively. The decrease in overall expense during fiscal 2001 is due to the replacement of contract personnel with permanent employees. On a sequential quarter basis in fiscal 2001, employee utilization declined in the third quarter due to the softening of demand for consulting services caused by the tightening economy. We anticipate that cost of service, as a percent of service revenue, will be flat or increase slightly for the remainder of fiscal 2001.

Since TSLs include bundled product and services, cost of ratable license revenue includes the costs of product and services related to our TSLs. Cost of ratable license revenue was 15% in the third quarter of fiscal 2001 and 16% for the nine-month period ended July 31, 2001. We do not expect significant fluctuations in the cost of TSL revenue as a percentage of revenue in fiscal 2001.

Research and Development. Research and development expenses decreased by 2% to $49.4 million in the third quarter of fiscal 2001, from $50.3 million in the same quarter of last year, both net of capitalized software development costs. This decrease is due to the consolidation of certain remote facilities, offset by an increase in compensation and compensation-related costs, including recruiting costs, related to higher levels of research and development staffing.

Research and development expenses were $143.2 million for the nine-month period ended July 31, 2001 and $140.6 million for the nine-month period ended July 31, 2000. The increase of $2.6 million is due to the increase in compensation and compensation-related costs, including recruiting costs, related to higher levels of research and development staffing, and, as a result of the way in which we determine our fiscal calendar, to the effect of one extra week of operations in fiscal 2001 compared to fiscal 2000. We believe that to maintain our competitive position in a market characterized by rapid rates of technological advancement, we must continue to invest significant resources in new systems and software, and continue to enhance existing products. We anticipate that we will continue to commit substantial resources to research and development in the future. If we determine that we are unable to enter a particular market in a timely manner, we may license technology from other businesses or acquire other businesses as an alternative to internal research and development. We expect research and development costs to remain relatively flat for the remainder of fiscal 2001.

Sales and Marketing. Sales and marketing expenses decreased by 6% to $69.0 million in the third quarter of fiscal 2001 from $73.7 million in the same quarter last year. Sales and marketing expenses were $207.7 million and $211.1 million for the nine-month periods ended July 31, 2001 and 2000, respectively. The decrease in the three-month and the nine-month periods in comparison to fiscal 2000 resulted from decreases in communications costs, recruiting costs, consulting expenses, and costs associated with sales functions, offset by increases in compensation and compensation-related costs due to the additional week of operations during the current fiscal year. In line with historical results, we expect sales and marketing expenses to increase in the fourth quarter of fiscal 2001, principally attributable to increased commissions. Commission expense typically increases in the fourth quarter because we expense sales commissions upon product shipment and the fourth quarter is historically our largest quarter for shipments.

General and Administrative. General and administrative expenses increased to $19.1 million in the third quarter of fiscal 2001, compared to $16.0 million in the same quarter last year. For the nine-month periods ended July 31, 2001 and 2000, general and administrative expenses were $50.9 million and $42.3 million, respectively. The increase in the three-month and the nine-month periods in comparison to fiscal 2000 is primarily due to increases in personnel costs as a result of the additional week of operations in the first quarter of fiscal 2001 and an increase in infrastructure costs due to upgrades to current computer systems, offset by our efforts to contain general and administrative costs. In the third quarter of 2001, we began a project to upgrade the internal company-wide software system. During the third quarter, the majority of the costs associated with this upgrade were expensed as our efforts focused primarily on project planning and performance requirements. General and administrative expenses are expected to remain relatively flat for the remainder of fiscal 2001.

Amortization of Intangible Assets. Intangible assets represent the excess of the aggregate purchase price over the fair value of the tangible and identifiable intangible assets we have acquired, or goodwill. Intangible assets are amortized over their estimated useful life of three to five years. We assess the recoverability of goodwill by estimating whether the unamortized cost will be recovered through estimated future undiscounted cash flows. Amortization of intangible assets charged to operations in the third quarter of fiscal 2001 was $4.2 million compared to $3.7 million for the same period last year. For the nine-month periods ended July 31, 2001 and 2000, amortization of intangible assets charged to operations was $12.5 million and $11.0 million, respectively. The Financial Accounting Standards Board recently issued new guidance with respect to the amortization and evaluation of goodwill. This new guidance is discussed below under Effect of New Accounting Standards.

In-Process Research and Development. Purchased in-process research and development (IPRD) of $1.7 million in the nine-month period ended July 31, 2000 represents the write-off of in-process technologies associated with our acquisition of Leda, S.A. in January 2000. At the date of the acquisition, the projects associated with the IPRD efforts had not yet reached technological feasibility and the research and development in process had no alternative future uses. Accordingly, this amount was expensed on the acquisition date.

Other Income, Net. Other income, net was $19.5 million in the third quarter of fiscal 2001, as compared to $8.8 million in the same quarter in the prior year. The quarter-over-quarter increase is due primarily to $13.1 million of gains recognized on the sale of securities as compared to $2.0 for the same period during 2000. Further, rental income was $2.5 million for the third quarter of fiscal 2001 as compared to zero for the same period during 2000.

Interest income for the third quarter of 2001 was $2.7 million compared to $6.9 million for the third quarter of 2000. Our stock repurchase program has led to lower cash balances, which resulted in the decrease in interest income.

Other income, net increased to $66.9 million for the nine months ended July 31, 2001 from $27.4 million for the same period during 2000. The nine-month increase is due in part to realized gains on investments, which were $43.1 million for fiscal 2001 as compared to $7.1 million for fiscal 2000 and in part to the gain of $10.6 million on the sale of our silicon libraries business to Artisan. These gains were partially offset by the write-down of certain assets in our venture portfolio in the amount of $4.3 million for the nine months of fiscal 2001. Further, rental income was $6.2 million and zero for the nine-month periods ended July 31, 2001 and 2000, respectively. Interest income in the nine months ended July 31, 2001 was $10.5 million, as compared to $22.0 million in the same quarter last year. This decrease primarily reflects our lower cash balances, which results from the continuation of our stock repurchase program.

For the fourth quarter of 2001, we expect gains from the sale of investments held by the Company to be approximately $13.0 million.

During the nine months ended July 31, 2001, we determined that certain of the assets held in our venture fund valued at $7.8 million were impaired and that the impairment was other than temporary. Accordingly, we recorded a charge of approximately $4.3 million to write down the carrying value of the investments to the best estimate of net realizable value. This impairment charge which is included in the accompanying condensed consolidated statements of operations in other income, net. The impairment charge relates to certain investments in non-public companies and represents management's estimate of the impairment incurred during the period as a result of specific analysis of each investment, considering the activities of and events occurring at each of the underlying portfolio companies during the quarter. Our portfolio companies operate in industries that are rapidly evolving and extremely competitive. For equity investments in non-public companies for which there is not a market in which their value is readily determinable, we review each investment for indicators of impairment on a regular basis based primarily on achievement of business plan objectives and current market conditions, among other factors. The primary business plan objectives we consider include, among others, those related to financial performance such as achievement of planned financial results or completion of capital raising activities, and those that are not primarily financial in nature such as the launching of technology or the hiring of key employees. If it is determined that an impairment has occurred with respect to an investment in a portfolio company, in the absence of quantitative valuation metrics, management estimates the impairment and/or the net realizable value of the portfolio investment based on public- and private-company market comparable information and valuations completed for companies similar to our portfolio companies.

Interest Rate Risk. Our exposure to market risk for a change in interest rates relates to our investment portfolio. We place our investments in a mix of short-term tax exempt and taxable instruments that meet high credit quality standards, as specified in our investment policy. This policy also limits the amount of credit exposure to any one issue, issuer and type of instrument. We do not anticipate any material losses with respect to our investment portfolio.

The following table presents the carrying value and related weighted-average interest rates for our investment portfolio. The carrying value approximates fair value at July 31, 2001. In accordance with our investment policy, the weighted-average duration of our invested funds portfolio does not exceed one year.

Principal (Notional) Amounts in U.S. Dollars:

(in thousands, except interest rates)	**Carrying Amount**	**Average After Tax Interest Rate**
Short-term investments -- fixed rate	174,371	4.50%
Money market funds -- variable rate	68,601	2.71%
Total interest bearing instruments	$ 242,972	4.00%

Foreign Currency Risk. At the present time, we do not generally hedge anticipated foreign currency cash flows but hedge only those currency exposures associated with certain assets and liabilities denominated in nonfunctional currencies. Hedging activities undertaken are intended to offset the impact of currency fluctuations on these balances. The success of this activity depends upon the accuracy of our estimates of balances denominated in various currencies, primarily the euro, Japanese yen, Taiwan dollar, British pound sterling, Canadian dollar, and

Singapore dollar. We had contracts for the sale and purchase of foreign currencies with a notional value expressed in U.S. dollars of $63.7 million as of July 31, 2001. Looking forward, we do not anticipate any material adverse effect on our consolidated financial position, results of operations, or cash flows resulting from the use of these instruments. There can be no assurance that these hedging transactions will be effective in the future.

The following table provides information about our foreign exchange forward contracts at July 31, 2001. Due to the short-term nature of these contracts, the contract rate approximates the weighted-average contractual foreign currency exchange rate at July 31, 2001. These forward contracts mature in approximately thirty days.

Short-Term Forward Contracts to Sell and Buy Foreign Currencies in U.S. Dollars:

(in thousands, except for contract rates)	**USD Amount**	**Contract Rate**
Forward Net Contract Values:		
Euro	$ 42,611	1.1456
Japanese yen	6,541	124.5343
Taiwan Dollar	1,303	34.86
British pound sterling	2,805	0.7028
Canadian dollar	4,782	1.52894
Singapore dollar	1,223	1.8012
Euro/Japanese yen	4,469	107.50
	$ 63,734	

The unrealized gains/losses on the outstanding forward contracts at July 31, 2001 were immaterial to our consolidated financial statements. The realized gain/losses on these contracts as they matured were not material to our consolidated financial position, results of operations or cash flows for the periods presented.

On November 1, 2000, we adopted Statement of Financial Accounting Standards No. 133 (SFAS 133), Accounting for Derivative Instruments and Hedging Activities, as amended. SFAS 133 establishes accounting and reporting standards for derivative instruments and hedging activities. SFAS 133 requires that all derivatives be recognized as either assets or liabilities at fair value. Derivatives that are not designated as hedging instruments are adjusted to fair value through earnings. If the derivative is designated as a hedging instrument, depending on the nature of the exposure being hedged, changes in fair value will either be offset against the change in fair value of the hedged asset, liability, or firm commitment through earnings, or recognized in other comprehensive income until the hedged anticipated transaction affects earnings. The ineffective portion of the hedge is recognized in earnings immediately. Upon adoption of FAS 133, the cumulative transition adjustment was insignificant. We do not believe that ongoing application of SFAS 133 will significantly alter our hedging strategies. However, its application may increase the volatility of other income and expense and other comprehensive income. Apart from our foreign currency hedging and forward sales of certain equity investments, we do not use derivative financial instruments. In particular, we do not use derivative financial instruments for speculative or trading purposes.

Effect of New Accounting Standards. In July 2001, the Financial Accounting Standards Board issued Statements of Financial Accounting Standards No. 141, Business Combinations, (SFAS 141) and No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001 and specifies criteria intangible assets acquired in a purchase method business combination must meet to be recognized apart from goodwill. SFAS 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead tested for impairment at least annually in accordance with the provisions of SFAS 142.

The Company is required to adopt the provisions of SFAS 141 immediately. Under SFAS 141, goodwill and intangible assets determined to have indefinite useful lives acquired in a purchase business combination completed after June 30, 2001, but before SFAS 142 is adopted will not be amortized, but will continue to be evaluated for impairment in accordance with SFAS 121. Goodwill and intangible assets acquired in business combinations completed before July 1, 2001 will continue to be amortized and tested for impairment in accordance with current accounting guidance until the date of adoption of SFAS 142.

Upon adoption of SFAS 142, SFAS 141 requires that the Company evaluate its existing intangible assets and goodwill that were acquired in prior purchase business combinations, and make any necessary reclassifications in order to conform with the new criteria in SFAS 141 for recognition apart from goodwill. Upon adoption of SFAS

142, the Company will be required to reassess the useful lives and residual values of all intangible assets acquired, and make any necessary amortization period adjustments. In addition, the Company will be required to test intangible assets with indefinite useful lives and goodwill for impairment in accordance with the provisions of SFAS 142 within the six-month period following adoption. Any impairment loss will be measured as of the date of adoption and recognized immediately as the cumulative effect of a change in accounting principle. Any subsequent impairment losses will be included in operating activities.

The Company expects to adopt SFAS 142 on November 1, 2002. As of July 31, 2001, unamortized goodwill is $39.4 million which, in accordance with the Statements, will continue to be amortized until the date of adoption of SFAS 142. Related amortization expense for the nine-month period ended July 31, 2001 is $12.5 million. Because of the extensive effort needed to comply with adopting SFAS 141 and 142, it is not practicable to reasonably estimate the impact of adopting these Statements on the Company's financial statements at the date of this report, including whether the Company will be required to recognize any transitional impairment losses.

LIQUIDITY AND CAPITAL RESOURCES

Cash, cash equivalents and short-term investments were $308.9 million at July 31, 2001, a decrease of $126.8 million, or 29%, from October 31, 2000. Cash provided by operating activities was $123.4 million for the nine months ended July 31, 2001 compared to $167.8 million for the same period in the prior year.

Cash provided by investing activities was $110.8 million in the first nine months of 2001 compared to $154.9 million provided by investing activities during same period in 2000. The decrease in cash provided by investing activities of $44.1 million is due to net proceeds from the sale of short- and long-term investments totaling $159.6 million for the nine months ended July 31, 2001 as compared to net proceeds of investments totaling $208.6 million for the same period during 2000. The cash received from the sales of investments during fiscal 2001 was primarily used to purchase treasury stock. Capital expenditures totaled $52.0 million in the first nine months of fiscal 2001 as we continue to invest in fixed assets, primarily related to construction of our Oregon facilities and computing equipment to support our growth and expand our infrastructure.

We used $249.0 million in net cash for financing activities for the nine months ended July 31, 2001 compared to $177.6 for the same period during fiscal 2000. The primary financing uses of cash during 2001 were for the repurchase of 6.6 million shares of common stock for approximately $50 per share and payments on debt obligations totaling $6.5 million. Financing proceeds from the sale of shares pursuant to our employee stock plans during the nine months ended July 31, 2001 were $89.3 million compared to $47.0 for the nine months ended July 31, 2000.

Accounts receivable decreased 10%, from $146.4 million at October 31, 2000 to $131.7 million at July 31, 2001. Days sales outstanding decreased to 68 days as of July 31, 2001 from 99 days at October 31, 2000 as a result of a reduction in accounts receivable and an increase in revenues in the quarter ended July 31, 2001 compared to the quarter ended October 31, 2000.

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

FACTORS THAT MAY AFFECT FUTURE RESULTS

As used in this section, the terms "we," "us" and "our" refers to Synopsys, Inc. and its subsidiaries at the date of this proxy statement/prospectus.

Synopsys' revenue and earnings may fluctuate. Many factors affect our revenue and earnings, which makes it difficult to achieve predictable revenue and earnings growth. Among these factors are customer product and service demand, product license terms, and the timing of revenue recognition on products and services sold. The following specific factors could affect our revenue and earnings in a particular quarter or over several quarterly or annual periods:

- Like all companies, our business is linked to the health of the U.S. and international economies. Economic growth has slowed significantly, and some commentators believe the U.S. economy will experience a recession. The recent terrorist attacks in New York and Washington may also have an adverse affect on the economy, at least in the near term. Weakness in the U.S. and world economy could have an adverse effect on our orders and revenue.

- Our products are complex, and before buying them customers spend a great deal of time reviewing and testing them. Our customers' evaluation and purchase cycles do not necessarily match our quarterly periods. In the past, we have received a disproportionate volume of orders in the last week of a quarter. In addition, a large proportion of our business is attributable to our largest customers. As a result, if any order, and especially a large order, is delayed beyond the end of a fiscal period, our orders for that period could be below our plan and our revenue could be below any targets we may have published.

- Accounting rules determine when revenue is recognized on our products, TSLs and service contracts, and therefore impact how much revenue we will report in any given fiscal period. The authoritative literature under which Synopsys recognizes revenue has been, and is expected to continue to be, the subject of much interpretative guidance. In general, after the adoption of TSLs in the fourth quarter of fiscal 2000, most orders for our products and services yield revenue over multiple quarters or years or upon completion of performance rather than at the time the contract is executed. For any given order, however, the specific terms agreed to with a customer may have the effect of requiring deferral or acceleration of revenue in whole or in part. Therefore, for any given fiscal period it is possible for us to fall short in our revenue and/or earnings plan even while orders and backlog remain on plan or, conversely, to meet or exceed our revenue and/or earnings plan because of backlog and deferred revenue, while orders are under plan.

- In fiscal 2000, we modified the license and pricing structure for our software products, adopting TSLs, for which revenue is recognized over multiple quarters or upon completion of performance rather than at the time the contract is executed. Our revenue target for any given quarter is based, in part, upon an assumption that we will achieve a license mix of perpetual licenses (on which revenue is generally recognized in the quarter shipped) and TSLs that includes 15% to 20% perpetual licenses. If we are unable to achieve a mix in this range our ability to achieve short-term or long-term revenue growth targets may be impaired.

Weakness in the semiconductor and electronics businesses may negatively impact Synopsys' business. Synopsys' business depends on the semiconductor and electronics businesses. Purchases of our products are largely dependent upon the commencement of new design projects by semiconductor manufacturers and their customers, the number of design engineers and the increasing complexity of designs. Though we do not directly benefit from increases in the volume of chips produced, our business has benefited from the rapid worldwide growth of the semiconductor industry. Since the end of 2000, however, the semiconductor industry has experienced a sharp decline in orders and revenue.

Many semiconductor manufacturers and vendors of products incorporating semiconductors have announced earnings shortfalls and employee layoffs.

Customer spending has become more tightly controlled and spending decisions, particularly relating to consulting services, are more carefully scrutinized, and this have negatively affected our business. Demand for our products and services may also be affected by mergers in the semiconductor and systems industries, which may reduce the aggregate level of purchases of our products and services by the combined company. Continuation or worsening of the current conditions in the semiconductor industry, and the related impacts on customers' operating budgets and spending decisions, and continued consolidation among our customers, all could have a material adverse effect on our business, financial condition and results of operations.

Synopsys' industry is highly competitive. The EDA industry is highly competitive. We compete against other EDA vendors, and with customers' internally developed design tools and internal design capabilities, for a share of the overall EDA budgets of our potential customers. In general, competition is based on product quality and features, post-sale support, price and, as discussed below, the ability to offer a complete design flow. Our competitors include companies that offer a broad range of products and services, such as Cadence Design Systems, Inc., Mentor Graphics Corporation and Avant! Corporation, as well as companies, including numerous start-up companies, that offer products focused on a discrete phase of the integrated circuit design process. In certain situations, Synopsys' competitors have been offering aggressive discounts on certain of their products, in particular simulation and synthesis products. As a result, average prices for these products may fall.

Technology advances and customer requirements continue to fuel a change in the nature of competition among EDA vendors. Increasingly, EDA companies compete on the basis of "design flows" involving integrated logic and physical design products (referred to as "physical synthesis" products) rather than on the basis of individual "point" tools performing a discrete phase of the design process. The need to offer physical synthesis products will become increasingly important as ICs grow more complex. Our principal physical synthesis product was fully released in June 2000, and has been well received by customers. We are working on completing our design flow, and recently announced two additional products addressing the physical design phase of IC design, but there is no guarantee that we will be able to offer a competitive complete design flow to customers. The market for physical design tools is dominated by Cadence and Avant!, both of which offer products linking logic and physical design. If we are unsuccessful in developing a complete design flow on a timely basis or in convincing customers to adopt our integrated logical and physical design products and methodology, our competitive position could be significantly weakened.

Synopsys' revenue growth depends on new and non-synthesis products. Historically, much of our growth has been attributable to the strength of our logic synthesis products. These products accounted for 32.8% of revenue in the second fiscal quarter of 2001. We believe that orders and revenue for our flagship logic synthesis product, Design Compiler, and the DC Family have peaked. Over the long term, we expect the contribution from the DC Family to decline as our customers transition from the DC Family to Physical Synthesis products. In order to meet our revenue plan, revenue from our physical synthesis products, our non-synthesis products and professional services must grow faster than our overall revenue growth target. Among the products that we expect to be the most important contributors to revenue growth are our Physical Compiler physical synthesis, VCS Verilog simulation and DesignWare IP library products. If revenue growth for these products fails to meet our goals, it is unlikely that we will meet our overall revenue growth target.

In order to sustain revenue growth, we will have to enhance our existing products and introduce new products that are accepted by a broad range of customers, and to continue the growth in our consulting services business. Product success is difficult to predict. The introduction of new products and growth of a market for such products cannot be assured. In the past we, like all companies, have introduced new products that have failed to meet our revenue expectations. Expanding revenue from consulting services may be difficult in the current economic environment. It will also require us to continue to develop effective management controls on bidding and executing on consulting engagements. Increasing consulting orders and revenue while maintaining an adequate level of profit can be difficult. There can be no assurance that we will be successful in expanding revenue from existing or new products at the desired rate or in expanding our services business, and the failure to do so would have a material adverse effect on our business, financial condition and results of operations.

Businesses that Synopsys has acquired or may acquire in the future may not perform as projected. We have acquired or merged with a number of companies in recent years, and as part of our efforts to increase revenue and expand our product and services offerings we may acquire additional companies. In addition to direct costs, acquisitions pose a number of risks, including potential dilution of earnings per share, problems in integrating the acquired products and employees into our business, the failure to realize expected synergies or cost savings, the failure of acquired products to achieve projected sales, the drain on management time for acquisition-related activities, adverse effects on customer buying patterns and assumption of unknown liabilities. While we attempt to review proposed acquisitions carefully and negotiate terms that are favorable to us, there is no assurance that any acquisition will have a positive effect on our performance.

Stagnation of international economies would adversely affect our performance. During the third quarter of fiscal 2001, 37% of our revenue was derived from outside North America, as compared to 47% during fiscal 2000. International sales are vulnerable to regional or worldwide economic or political conditions and to changes in foreign currency exchange rates. Economic conditions in Europe, Japan and the rest of Asia have deteriorated in recent quarters, and the longer this weakness persists the more likely it is to have a negative impact on our business. In particular, a number of our largest European customers are in the telecommunications equipment business, which has weakened considerably this year. The Japanese economy has been stagnant for several years, and may now be entering a recession. If the Japanese economy remains weak, revenue and orders from Japan, and perhaps the rest of Asia, could be adversely affected. In addition, the yen-dollar and euro-dollar exchange rates remain subject to unpredictable fluctuations. Weakness of the yen could adversely affect revenue and orders from Japan during future quarters. Asian countries other than Japan also have experienced economic and currency problems in recent years, and in most cases they have not fully recovered. If such conditions persist or worsen, orders and revenues from the Asia Pacific region would be adversely affected.

Synopsys' success depends on recruiting and retaining key personnel. Our success is dependent on technical and other contributions of key employees. We participate in a dynamic industry, with significant start-up activity, and our headquarters is in Silicon Valley, where skilled technical, sales and management employees are in high demand. There are a limited number of qualified EDA and IC design engineers, and the competition for such individuals is intense. Experience at Synopsys is highly valued in the EDA industry and the general electronics industry, and our employees are recruited aggressively by our competitors and by start-up companies in many industries. In the past, we have experienced, and may continue to experience, significant employee turnover. There can be no assurance that we can continue to recruit and retain the technical and managerial personnel we need to run our business. Failure to do so could have a material adverse effect on our business, financial condition and results of operations.

Synopsys is dependent on its proprietary technology. Our success is dependent, in part, upon our proprietary technology and other intellectual property rights. We rely on agreements with customers, employees and others, and intellectual property laws, to protect our proprietary technology. There can be 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, effective intellectual property protection may be unavailable or limited in certain foreign countries. Failure to obtain or maintain appropriate patent, copyright or trade secret protection, for any reason, could have a material adverse effect on our business, financial condition and results of operations. In addition, there can be no assurance that infringement claims will not be asserted against us and any such claims could require us to enter into royalty arrangements or result in costly and time-consuming litigation or could subject us to damages or injunctions restricting our sale of products or could require us to redesign products.

Our operating expenses do not fluctuate proportionately with fluctuations in revenues. Our operating expenses are based in part on our expectations of future revenue, and expense levels are generally committed in advance of revenue. Since only a small portion of our expenses varies with revenue, a shortfall in revenue translates directly into a reduction in net income. For fiscal 2001, our target for total expenses is $663-666 million. If we are unsuccessful in generating anticipated revenue or maintaining expenses within this range, however, our business, financial condition and results of operations could be materially adversely affected.

Synopsys has adopted anti-takeover provisions which may have the effect of delaying or preventing changes of control or management. We have adopted a number of provisions that could have anti-takeover effects. Our board of directors has adopted a Preferred Shares Rights Plan, commonly referred to as a "poison pill." In addition, our board of directors has the authority, without further action by its stockholders, to issue additional shares of Common Stock and to fix the rights and preferences of, and to issue authorized but undesignated shares of Preferred Stock. These and other provisions of Synopsys' Restated Certificate of Incorporation and Bylaws and the Delaware General Corporation Law may have the effect of deterring hostile takeovers or delaying or preventing changes in control or management of Synopsys, including transactions in which the stockholders of Synopsys might otherwise receive a premium for their shares over then current market prices.

Synopsys is subject to changes in financial accounting standards. We prepare our financial statements in conformity with accounting principles generally accepted in the United States (GAAP). GAAP are subject to interpretation by the Financial Accounting Standards Board, the American Institute of Certified Public Accountants (AICPA), the SEC and various bodies appointed by these organizations to interpret existing rules and create new accounting policies. In particular, a task force of the Accounting Standards Executive Committee, a subgroup of the AICPA, meets on a quarterly basis to review various issues arising under the existing software revenue recognition rules, and issues interpretations of these rules. Additional interpretations issued by the task force may have an adverse effect on how we report revenue or on the way we conduct our business in the future.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Information relating to quantitative and qualitative disclosure about market risk is set forth under the captions “Interest Rate Risk” and “Foreign Currency Risk” in Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations. Such information is incorporated herein by reference.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a.) Exhibits

10.1 1992 Stock Option Plan, as amended through May 25, 2001

(b.) Reports on Form 8-k

None.

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/ ROBERT B. HENSKE
Robert B. Henske
Senior Vice President, Finance and Operations, and Chief Financial Officer
(Principal Financial Officer)

Date: December 20, 2001

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
10.1	1992 Stock Option Plan, as amended through May 25, 2001

Exhibit 10.1

SYNOPSYS, INC.

1992 STOCK OPTION PLAN

(Amended July 29, 1992, October 28, 1992, October 27, 1993, October 27, 1994, November 1, 1995, May 1, 1996, May 3, 1996, October 30, 1996, January 11, 2000 and May 25, 2001)

ARTICLE ONE
GENERAL

I. PURPOSE OF THE PLAN

A. This 1992 Stock Option Plan ("Plan") is intended to promote the interests of Synopsys, Inc., a Delaware corporation (the "Corporation"), by providing (i) key employees (including officers and directors) of the Corporation (or its parent or subsidiary corporations) who are responsible for the management, growth and financial success of the Corporation (or its parent or subsidiary corporations) and (ii) consultants and other independent advisors who provide valuable services to the Corporation (or its parent or subsidiary corporations) with the opportunity to acquire a proprietary interest, or otherwise increase their proprietary interest, in the Corporation as an incentive for them to remain in the service of the Corporation (or its parent or subsidiary corporations).

B. The Plan shall become effective on the first date on which the shares of the Corporation's common stock are registered under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "1934 Act"). Such date is hereby designated as the Effective Date of the Plan.

C. This Plan shall serve as the successor to the Corporation's 1988 Restricted Stock Plan (the "1988 Plan"), and no further option grants shall be made under the 1988 Plan from and after the Effective Date of this Plan. All options outstanding under the 1988 Plan on such Effective Date are hereby incorporated into this Plan and shall accordingly be treated as outstanding options under this Plan. However, each outstanding option so incorporated shall continue to be governed solely by the express terms and conditions of the instrument evidencing such grant, and no provision of this Plan shall be deemed to affect or otherwise modify the rights or obligations of the holders of such incorporated options with respect to their acquisition of shares of the Corporation's common stock thereunder. All outstanding unvested share issuances under the 1988 Plan shall continue to be governed solely by the express terms and conditions of the instruments evidencing such issuances, and no provision of this Plan shall be deemed to affect or otherwise modify the rights or obligations of the holders of such unvested shares.

D. For purposes of the Plan, the following provisions shall be applicable in determining the parent and subsidiary corporations of the Corporation:

Any corporation (other than the Corporation) in an unbroken chain of corporations ending with the Corporation shall be considered to be a parent of the Corporation, provided each such corporation in the unbroken chain (other than the Corporation) owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

Each corporation (other than the Corporation) in an unbroken chain of corporations beginning with the Corporation shall be considered to be a subsidiary of the Corporation, provided each such corporation (other than the last corporation) in the unbroken chain owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

II. ADMINISTRATION OF THE PLAN

A. Administrator. The Plan shall be administered by the Board of Directors or a committee that will satisfy Rule 16b-3 of the Securities and Exchange Commission and Section 162(m) of the Internal Revenue

Code, as in effect with respect to the Company from time to time (in either case, the "Administrator"). In connection with the administration of the Plan, the Administrator shall have the powers possessed by the Board. The Administrator may act only by a majority of its members, except that the Administrator may authorize any one or more of its members or any officer of the Company to execute and deliver documents on behalf of the Administrator. For so long as not otherwise required for the Plan to comply with Rule 16b-3, the Administrator or the Board may delegate to one or more directors of the Company authority to grant stock options to persons who are not subject to Section 16 of the Exchange Act, and may delegate administrative duties to such director(s) and such employees of the Company as it deems proper. The Board at any time may terminate the authority delegated to any committee of the Board pursuant to this Section III(a) and revest in the Board the administration of the Plan.

B. Authority. The Administrator shall grant options and authorize stock issuances (in either case an "Award") to selected eligible employees and consultants. In particular and without limitation, the Administrator, subject to the terms of the Plan, shall:

(i) select the officers, other employees, and consultants to whom Awards may be granted;

(ii) determine whether and to what extent Awards are to be granted under the Plan;

(iii) determine the number of shares to be covered by each Award granted under the Plan; and

(iv) determine the terms and conditions of any Award granted under the Plan and any related loans to be made by the Company, based upon factors determined by the Administrator;

provided, however, that the Administrator shall not have the power to approve a program whereby outstanding Awards are surrendered in exchange for Awards with a lower exercise price, without first obtaining stockholder approval of such program.

III. ELIGIBILITY

A. The persons eligible to receive option grants ("Optionee") are as follows:

(i) officers and other key employees of the Corporation (or its parent or subsidiary corporations) who render services which contribute to the management, growth and financial success of the Corporation (or its parent or subsidiary corporations);

(ii) those consultants or other independent advisors who provide valuable services to the Corporation (or its parent or subsidiary corporations).

B. Non-employee members of the Board shall not be eligible to participate in the Plan or in any other stock option, stock purchase, stock bonus or other stock plan of the Corporation (or its parent or subsidiary corporations), other than the 1994 Non-Employee Directors Stock Option Plan.

IV. STOCK SUBJECT TO THE PLAN

A. Shares of the Corporation's common stock (the "Common Stock") shall be available for issuance under the Plan and shall be drawn from either the Corporation's authorized but unissued shares of Common Stock or from reacquired shares of Common Stock, including shares repurchased by the Corporation on the open market. The maximum number of shares of Common Stock which may be issued over the term of the Plan shall not exceed the sum of (i) 17,767,142 shares plus (ii) an additional number of shares equal to 5% of the number of shares of Common Stock and Common Stock equivalents outstanding on the first day of each of the 1997, 1998 and 1999 fiscal years. Such authorized share reserve includes the number of shares which remained available for issuance, as of the Effective Date, under the 1988 Plan as last approved by the Corporation's stockholders prior to such Effective Date, including the shares subject to the outstanding options incorporated into this Plan and any other shares available for future option grant under the 1988 Plan as last approved by the stockholders, and such reserve shall be adjusted from time to time in accordance with the provisions of this Section IV. To the extent one or more outstanding options under the 1988 Plan which have been incorporated into this Plan are subsequently exercised, the number of shares issued with respect to each such option shall reduce, on a share- for-share basis, the number of shares available for issuance under this Plan.

B. In no event may the maximum number of shares which may be issued pursuant to Incentive Options granted under the Plan on or after the first day of the 1995 fiscal year (October 2, 1994) exceed 16,000,000 shares, subject to adjustment from time to time in accordance with the provisions of this Section IV. The maximum number of shares which may be issued pursuant to Incentive Options granted under the Plan prior to the first day of the 1995 fiscal year (October 2, 1994) shall not exceed 11,400,000 shares, subject to adjustment from time to time in accordance with the provisions of this Section IV.

C. In no event may the aggregate number of shares of Common Stock for which any one individual participating in the Plan may be granted stock options and/or separately-exercisable stock appreciation rights during any fiscal year exceed 750,000 shares, except in the case of an individual's initial employment with the Company, in which case such individual may be granted stock options and/or stock appreciation rights for an additional 250,000 shares, subject to adjustment from time to time in accordance with the provisions of this Section IV. For purposes of such limitation, no stock options or stock appreciation rights granted prior to January 1, 1994 shall be taken into account.

D. Should one or more outstanding options under this Plan (including outstanding options under the 1988 Plan incorporated into this Plan) expire or terminate for any reason prior to exercise in full (including any option cancelled in accordance with the cancellation-regrant provisions of Section IV of Article Two of the Plan), then the shares subject to the portion of each option not so exercised shall be available for subsequent option grant under the Plan. Shares subject to any option or portion thereof surrendered or cancelled in accordance with Section V of Article Two and all shares issuances under the Plan, whether or not the shares are subsequently repurchased by the Corporation pursuant to its repurchase rights under the Plan, shall not be available for subsequent option grant under the Plan. In addition, should the exercise price of an outstanding option under the Plan be paid with shares of Common Stock, then the number of shares of Common Stock available for issuance under the Plan shall be reduced by the gross number of shares for which the option is exercised, and not by the net number of shares of Common Stock actually issued to the holder of such option.

E. In the event any change is made to the Common Stock issuable under the Plan by reason of any stock split, stock dividend, recapitalization, combination of shares, exchange of shares or other change affecting the outstanding Common Stock as a class without the Corporation's receipt of consideration, appropriate adjustments shall be made to (i) the maximum number and/or class of securities issuable under the Plan, (ii) the maximum number and/or class of securities which may be issued pursuant to Incentive Options granted under the Plan, whether before or after the first day of the 1995 fiscal year, (iii) the total number and/or class of securities for which stock options and separately-exercisable stock appreciation rights may be granted to any one participant in the Plan after December 31, 1993, (iv) the number and/or class of securities and price per share in effect under each outstanding option under the Plan and (v) the number and/or class of securities and price per share in effect under each outstanding option incorporated into this Plan from the 1988 Plan. Such adjustments to the outstanding options are to be effected in a manner which shall preclude the enlargement or dilution of rights and benefits under such options.

The adjustments determined by the Plan Administrator shall be final, binding and conclusive.

F. Common Stock issuable under the Plan may be subject to such restrictions on transfer, repurchase rights or other restrictions determined by the Plan Administrator.

ARTICLE TWO
OPTION GRANTS

I. TERMS AND CONDITIONS OF OPTIONS

Options granted pursuant to the Plan shall be authorized by action of the Plan Administrator and may, at the Plan Administrator's discretion, be either Incentive Options or non-statutory options. Individuals who are not Employees of the Corporation or its parent or subsidiary corporations may only be granted non-statutory options. Each granted option shall be evidenced by one or more instruments in the form approved by the Plan Administrator; provided, however, that each such instrument shall comply with the terms and conditions specified below. Each instrument evidencing an Incentive Option shall, in addition, be subject to the applicable provisions of Section II of this Article Two.

A. Option Price.

(1) The option price per share shall be fixed by the Plan Administrator. In no event, however, shall it be less than one hundred percent (100%) of the fair market value per share of Common Stock on the date of the option grant.

(2) The option price shall become immediately due upon exercise of the option and, subject to the provisions of Article Three, Section I and the instrument evidencing the grant, shall be payable in one of the following alternative forms specified below:

- full payment in cash or check drawn to the Corporation's order;

- full payment in shares of Common Stock held for at least six (6) months and valued at fair market value on the Exercise Date (as such term is defined below);

- full payment in a combination of shares of Common Stock held for at least six (6) months and valued at fair market value on the Exercise Date and cash or check; or

- full payment through a broker-dealer sale and remittance procedure pursuant to which the Optionee (I) shall provide irrevocable written instructions to a Corporation-designated brokerage firm to effect the immediate sale of the purchased shares and remit to the Corporation, out of the sale proceeds available on the settlement date, sufficient funds to cover the aggregate option price payable for the purchased shares plus all applicable Federal and State income and employment taxes required to be withheld by the Corporation in connection with such purchase and (II) shall provide written directives to the Corporation to deliver the certificates for the purchased shares directly to such brokerage firm in order to complete the sale transaction.

For purposes of this subparagraph (2), the Exercise Date shall be the date on which written notice of the option exercise is delivered to the Corporation. Except to the extent the sale and remittance procedure is utilized in connection with the exercise of the option, payment of the option price for the purchased shares must accompany such notice.

(3) The fair market value per share of Common Stock on any relevant date under the Plan shall be determined in accordance with the following provisions:

- If the Common Stock is not at the time listed or admitted to trading on any national stock exchange but is traded on the Nasdaq National Market, the fair market value shall be the closing selling price per share of Common Stock on the date in question, as such price is reported by the National Association of Securities Dealers on the Nasdaq National Market System or any successor system. If there is no reported closing selling price for the Common Stock on the date in question, then the closing selling price on the last preceding date for which such quotation exists shall be determinative of fair market value.

- If the Common Stock is at the time listed or admitted to trading on any national stock exchange, then the fair market value shall be the closing selling price per share of Common Stock on the date in question on the stock exchange determined by the Plan Administrator to be the primary market for the Common Stock, as such price is officially quoted in the composite tape of transactions on such exchange. If there is no reported sale of Common Stock on such exchange on the date in question, then the fair market value shall be the closing selling price on the exchange on the last preceding date for which such quotation exists.

B. Term and Exercise of Options. Each option shall be exercisable at such time or times and during such period as is determined by the Plan Administrator and set forth in the stock option agreement evidencing the grant; provided that at least 75% of the options granted hereunder shall become exercisable ratably over a four year period from the date of grant, with the vesting interval (i.e., monthly, quarterly, etc.) and any period prior to the commencement of vesting determined in each case by the Plan Administrator. No such option, however, shall have a maximum term in excess of ten (10) years from the grant date. During the lifetime of the Optionee, the option shall be exercisable only by the Optionee and shall not be assignable or transferable by the Optionee otherwise than by will or by the laws of descent and distribution following the Optionee's death.

C. Termination of Service.

(1) Except to the extent otherwise provided pursuant to Section VI of this Article Two, the following provisions shall govern the exercise period applicable to any outstanding options under the Plan which are held by the Optionee at the time of his or her cessation of Service or death.

- Should the Optionee cease Service for any reason (including death or permanent disability as defined in Section 22(e)(3) of the Internal Revenue Code) while holding one or more outstanding options under the Plan, then none of those options shall (except to the extent otherwise provided pursuant to Section VI of this Article Two) remain exercisable beyond the limited post-Service period designated by the Plan Administrator at the time of the option grant and set forth in the option agreement.

- Any option granted to an Optionee under the Plan and exercisable in whole or in part on the date of the Optionee's death may be subsequently exercised, by the personal representative of the Optionee's estate or by the person or persons to whom the option is transferred pursuant to the Optionee's will or in accordance with the laws of descent and distribution, provided and only if such exercise occurs prior to the earlier of (i) the expiration of the period designated by the Plan Administrator at the time of the option grant and set forth in the option agreement, which may be any period from one month to three years measured from the date of the Optionee's death, or (ii) the specified expiration date of the option term. Upon the occurrence of the earlier event, the option shall terminate and cease to be exercisable.

- Under no circumstances, however, shall any such option be exercisable after the specified expiration date of the option term.

- During the limited post-Service exercise period, the option may not be exercised for more than the number of shares for which the option is exercisable on the date of the Optionee's cessation of Service. Upon the expiration of such limited exercise period or (if earlier) upon the expiration of the option term, the option shall terminate and cease to be exercisable. However, upon the Optionee's cessation of Service, each outstanding option at the time held by the Optionee shall immediately terminate and cease to be outstanding with respect to any shares for which the option is not otherwise at that time exercisable or in which the Optionee is not otherwise vested.

- Should (i) the Optionee's Service be terminated for misconduct (including, but not limited to, any act of dishonesty, willful misconduct, fraud or embezzlement) or (ii) the Optionee make any unauthorized use or disclosure of confidential information or trade secrets of the Corporation or its parent or subsidiary corporations, then in any such event all outstanding options held by the Optionee under this Article Two shall terminate immediately and cease to be exercisable.

(2) The Plan Administrator shall have complete discretion, exercisable either at the time the option is granted or at any time while the option remains outstanding, to permit one or more options held by the Optionee under this Article Two to be exercised, during the limited period of exercisability provided under subparagraph (1) above, not only with respect to the number of shares for which each such option is exercisable at the time of the Optionee's cessation of Service but also with respect to one or more subsequent installments for which the option would otherwise have become exercisable had such cessation of Service not occurred.

(3) For purposes of the foregoing provisions of this Section I.C (and for all other purposes under the Plan):

- The Optionee shall (except to the extent otherwise specifically provided in the applicable option agreement) be deemed to remain in the Service of the Corporation for so long as such individual renders services on a periodic basis to the Corporation (or any parent or subsidiary corporation) in the capacity of an Employee, a non-employee member of the Board or an independent consultant or advisor.

- The Optionee shall be considered to be an Employee for so long as he or she remains in the employ of the Corporation or one or more parent or subsidiary corporations, subject to the control and direction of the employer entity not only as to the work to be performed but also as to the manner and method of performance.

D. Stockholder Rights.

An Optionee shall have no stockholder rights with respect to any shares covered by the option until such individual shall have exercised the option, paid the option price for the purchased shares and been issued a stock certificate for such shares.

E. Repurchase Rights.

The shares of Common Stock acquired upon the exercise of options granted under this Article Two may be subject to repurchase by the Corporation in accordance with the following provisions:

(a) The Plan Administrator shall have the discretion to authorize the issuance of unvested shares of Common Stock under this Article Two. Should the Optionee cease Service while holding such unvested shares, the Corporation shall have the right to repurchase any or all of those unvested shares at the option price paid per share. The terms and conditions upon which such repurchase right shall be exercisable (including the period and procedure for exercise and the appropriate vesting schedule for the purchased shares) shall be established by the Plan Administrator and set forth in the instrument evidencing such repurchase right.

(b) All of the Corporation's outstanding repurchase rights shall automatically terminate, and all shares subject to such terminated rights shall immediately vest in full, upon the occurrence of any Corporate Transaction under Section III of this Article Two, except to the extent:

(i) any such repurchase right is to be assigned to the successor corporation (or parent thereof) in connection with the Corporate Transaction or (ii) such termination is precluded by other limitations imposed by the Plan Administrator at the time the repurchase right is issued.

(c) The Plan Administrator shall have the discretionary authority, exercisable either before or after the Optionee's cessation of Service, to cancel the Corporation's outstanding repurchase rights with respect to one or more shares purchased or purchasable by the Optionee under this Article Two and thereby accelerate the vesting of such shares in whole or in part at any time.

II. INCENTIVE OPTIONS

The terms and conditions specified below shall be applicable to all Incentive Options granted under the Plan. Incentive Options may only be granted to individuals who are Employees of the Corporation. Options which are specifically designated as "non-statutory" options when issued under the Plan shall not be subject to such terms and conditions.

A. Dollar Limitation. The aggregate fair market value (determined as of the respective date or dates of grant) of the Common Stock for which one or more options granted to any Employee after December 31, 1986 under this Plan (or any other option plan of the Corporation or its parent or subsidiary corporations) may for the first time become exercisable as incentive stock options under the Federal tax laws during any one calendar year shall not exceed the sum of One Hundred Thousand Dollars ($100,000). To the extent the Employee holds two or more such options which become exercisable for the first time in the same calendar year, the foregoing limitation on the exercisability of such options as incentive stock options under the Federal tax laws shall be applied on the basis of the order in which such options are granted.

B. 10% Stockholder. If any individual to whom an Incentive Option is granted is the owner of stock (as determined under Section 424(d) of the Internal Revenue Code) possessing 10% or more of the total combined voting power of all classes of stock of the Corporation or any one of its parent or subsidiary corporations, then the option price per share shall not be less than one hundred and ten percent (110%) of the fair market value per share of Common Stock on the grant date, and the option term shall not exceed five (5) years, measured from the grant date.

Except as modified by the preceding provisions of this Section II, the provisions of Articles One, Two and Three of the Plan shall apply to all Incentive Options granted hereunder.

III. CORPORATE TRANSACTIONS/CHANGES IN CONTROL

A. In the event of any of the following stockholder-approved transactions to which the Corporation is a party (a "Corporate Transaction"):

(i) a merger or consolidation in which the Corporation is not the surviving entity, except for a transaction the principal purpose of which is to change the State of the Corporation's incorporation,

(ii) the sale, transfer or other disposition of all or substantially all of the assets of the Corporation in liquidation or dissolution of the Corporation, or

(iii) any reverse merger in which the Corporation is the surviving entity but in which securities possessing more than fifty percent (50%) of the total combined voting power of the Corporation's outstanding securities are transferred to holders different from those who held such securities immediately prior to such merger, then the exercisability of each option outstanding under the Plan shall automatically accelerate so that each such option shall, immediately prior to the specified effective date for the Corporate Transaction, become fully exercisable with respect to the total number of shares of Common Stock at the time subject to such option and may be exercised for all or any portion of such shares. However, an outstanding option under this Article Two shall not so accelerate if and to the extent: (i) such option is, in connection with the Corporate Transaction, to be assumed by the successor corporation or parent thereof or replaced with a comparable option to purchase shares of the capital stock of the successor corporation or parent thereof, (ii) such option is to be replaced by a comparable cash incentive program of the successor corporation based on the option spread at the time of the Corporate Transaction, or (iii) the acceleration of such option is subject to other limitations imposed by the Plan Administrator at the time of the option grant. The determination of comparability under clause (i) or (ii) above shall be made by the Plan Administrator, and its determination shall be final, binding and conclusive.

B. Immediately after the consummation of the Corporate Transaction, all outstanding options under the Plan shall terminate and cease to be outstanding, except to the extent assumed by the successor corporation or its parent company.

C. Each outstanding option under the Plan which is assumed in connection with the Corporate Transaction or is otherwise to continue in effect shall be appropriately adjusted, immediately after such Corporate Transaction, to apply and pertain to the number and class of securities which would have been issued to the option holder, in consummation of such Corporate Transaction, had such person exercised the option immediately prior to such Corporate Transaction. Appropriate adjustments shall also be made to the option price payable per share, provided the aggregate option price payable for such securities shall remain the same. In addition, the maximum number and/or class of securities available for issuance under the Plan, the maximum number and/or class of securities which may be issued pursuant to Incentive Options granted under the Plan, whether before or after the first day of the 1995 fiscal year, and the total number and/or class of securities for which stock options and separately-exercisable stock appreciation rights may be granted to any one participant in the Plan after December 31, 1993 shall be appropriately adjusted following the consummation of the Corporate Transaction to reflect the effect of such transaction upon the Corporation's capital structure.

D. The grant of options under the Plan shall in no way affect the right of the Corporation to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets.

E. The Plan Administrator shall have the discretionary authority, exercisable at the time the option is granted or at any time while the option remains outstanding, to provide for the automatic acceleration of one or more outstanding options under this Article Two (and the termination of one or more of the Corporation's outstanding repurchase rights under this Article Two) upon the occurrence of a Change in Control. Alternatively, the Plan Administrator shall have full power and authority to condition any such option acceleration (and the termination of any outstanding repurchase rights) upon the subsequent termination of the Optionee's Service within a specified period following the Change in Control.

F. For purposes of this Section III, a Change in Control shall be deemed to occur in the event:

(i) any person or related group of persons (other than the Corporation or a person that directly or indirectly controls, is controlled by, or is under common control with, the Corporation) directly or indirectly acquires beneficial ownership (within the meaning of Rule 13d-3 of the 1934 Act) of securities possessing more than fifty percent (50%) of the total combined voting power of the Corporation's outstanding securities pursuant to a tender or exchange offer made directly to the Corporation's stockholders which the Board does not recommend such stockholders to accept; or

(ii) there is a change in the composition of the Board over a period of twenty-four (24) consecutive months or less such that a majority of the Board members ceases, by reason of one or more proxy contests for the election of Board members, to be comprised of individuals who either (A) have been Board members continuously since the beginning of such period or (B) have been elected or nominated for election as Board members during such period by at least a majority of the Board members described in clause (A) who were still in office at the time such election or nomination was approved by the Board.

G. Any options accelerated in connection with the Change in Control shall remain fully exercisable until the expiration or sooner termination of the option term.

H. The exercisability as incentive stock options under the Federal tax laws of any options accelerated under this Section III in connection with a Corporate Transaction or Change in Control shall remain subject to the dollar limitation of Section II of this Article Two.

IV. [Intentionally Omitted.]

V. STOCK APPRECIATION RIGHTS

A. Provided and only if the Plan Administrator determines in its discretion to implement the stock appreciation right provisions of this Section V, one or more Optionees may be granted the right, exercisable upon such terms and conditions as the Plan Administrator may establish, to surrender all or part of an unexercised option under this Article Two in exchange for a distribution from the Corporation in an amount equal to the excess of (i) the fair market value (on the option surrender date) of the number of shares in which the Optionee is at the time vested under the surrendered option (or surrendered portion thereof) over (ii) the aggregate option price payable for such vested shares.

B. No surrender of an option shall be effective hereunder unless it is approved by the Plan Administrator. If the surrender is so approved, then the distribution to which the Optionee shall accordingly become entitled under this Section V may be made in shares of Common Stock valued at fair market value on the option surrender date, in cash, or partly in shares and partly in cash, as the Plan Administrator shall in its sole discretion deem appropriate.

C. If the surrender of an option is rejected by the Plan Administrator, then the Optionee shall retain whatever rights the Optionee had under the surrendered option (or surrendered portion thereof) on the option surrender date and may exercise such rights at any time prior to the later of (i) five (5) business days after the receipt of the rejection notice or (ii) the last day on which the option is otherwise exercisable in accordance with the terms of the instrument evidencing such option, but in no event may such rights be exercised more than ten (10) years after the date of the option grant.

D. One or more officers of the Corporation subject to the short-swing profit restrictions of the Federal securities laws may, in the Plan Administrator's sole discretion, be granted limited stock appreciation rights in tandem with their outstanding options under the Plan. Upon the occurrence of a Hostile Take-Over effected at any time when the Corporation's outstanding Common Stock is registered under Section 12(g) of the 1934 Act, each outstanding option with such a limited stock appreciation right in effect for at least six (6) months shall automatically be cancelled, to the extent such option is at the time exercisable for fully-vested shares of Common Stock. The Optionee shall in return be entitled to a cash distribution from the Corporation in an amount equal to the excess of (i) the Take-Over Price of the vested shares of Common Stock at the time subject to the cancelled option (or cancelled portion of such option) over (ii) the aggregate exercise price payable for such shares. The cash distribution payable upon such cancellation shall be made within five (5) days following the consummation of the Hostile Take-Over. Neither the approval of the Plan Administrator nor the consent of the Board shall be required in connection with such option cancellation and cash distribution. The uncancelled portion of the option (if any) shall continue to remain outstanding and become exercisable in accordance with the terms of the agreement evidencing that grant.

E. For purposes of Section V.D, the following definitions shall be in effect:

A Hostile Take-Over shall be deemed to occur in the event (i) any person or related group of persons (other than the Corporation or a person that directly or indirectly controls, is controlled by, or is under common control with, the Corporation) directly or indirectly acquires beneficial ownership (within the meaning of Rule 13d-3 of the 1934 Act) of securities possessing more than fifty percent (50%) of the total combined voting power of the Corporation's outstanding securities pursuant to a tender or exchange offer made directly to the Corporation's stockholders which the Board does not recommend such stockholders to accept and (ii) more than fifty percent (50%) of the securities so acquired in such tender or exchange offer are accepted from holders other than Corporation officers and directors participating in the Plan.

The Take-Over Price per share shall be deemed to be equal to the greater of (a) the fair market value per share on the date of cancellation, as determined pursuant to the valuation provisions of Section I.A. (3) of this Article Two, or (b) the highest reported price per share of Common Stock paid in effecting such Hostile Take-Over. However, if the cancelled option is an Incentive Option, the Take-Over Price shall not exceed the clause (a) price per share.

F. The shares of Common Stock subject to any option surrendered or cancelled for an appreciation distribution pursuant to this Section V shall not be available for subsequent option grant under the Plan.

VI. EXTENSION OF EXERCISE PERIOD

The Plan Administrator shall have full power and authority to extend the period of time for which any option granted under this Article Two is to remain exercisable following the Optionee's cessation of Service or death from the limited period in effect under Section I.C.(1) of this Article Two to such greater period of time as the Plan Administrator shall deem appropriate; provided, however, that in no event shall such option be exercisable after the specified expiration date of the option term.

ARTICLE THREE
MISCELLANEOUS

I. [Intentionally Omitted.]

II. AMENDMENT OF THE PLAN AND AWARDS

A. The Board has complete and exclusive power and authority to amend or modify the Plan in any or all respects whatsoever. However, no such amendment or modification may adversely affect the rights and obligations of an Optionee with respect to options at the time outstanding under the Plan, unless the Optionee consents to such amendment. In addition, the Board may not, without the approval of the Corporation's stockholders, amend the Plan to (i) materially increase the maximum number of shares issuable under the Plan, the maximum number of shares issuable pursuant to Incentive Options granted under the Plan on or after the first day of the 1995 fiscal year or the number of shares for which any one individual participating in the Plan may be granted stock options and separately-exercisable stock appreciation rights in the aggregate after December 31, 1993 (except for permissible adjustments under Article One, Section IV) or (ii) materially modify the eligibility requirements for participation in the Plan or the benefits accruing to Optionees under the Plan.

B. Options to purchase shares of Common Stock may be granted in excess of the number of shares then available for issuance under the Plan, provided any excess shares actually issued are held in escrow until stockholder approval is obtained for a sufficient increase in the number of shares available for issuance under the Plan. If such stockholder approval is not obtained within twelve (12) months after the date the first such excess option grants are made, then (I) any unexercised excess options shall terminate and cease to be exercisable and (II) the Corporation shall promptly refund the purchase price paid for any excess shares actually issued under the Plan and held in escrow, together with interest (at the applicable Short Term Federal Rate) for the period the shares were held in escrow.

III. EFFECTIVE DATE AND TERM OF PLAN

A. The Plan was initially adopted by the Board effective February 24, 1992. The Plan was amended by the Board on July 29, 1992, October 28, 1992, October 27, 1993, October 27, 1994, November 1, 1995, May 1, 1996, May 3, 1996, October 30, 1996, January 11, 2000, and May 25, 2001.

B. Each option issued and outstanding under the 1988 Plan immediately prior to the Effective Date of this Plan shall be incorporated into this Plan and treated as an outstanding option under this Plan, but each such option shall continue to be governed solely by the terms and conditions of the instrument evidencing such grant, and nothing in this Plan shall be deemed to affect or otherwise modify the rights or obligations of the holders of such options with respect to their acquisition of shares of Common Stock thereunder. Each unvested share of Common Stock outstanding under the 1988 Plan on the Effective Date of this Plan shall continue to be governed solely by the terms and conditions of the instrument evidencing such share issuance, and nothing in this Plan shall be deemed to affect or otherwise modify the rights or obligations of the holder of such unvested shares.

C. The sale and remittance procedure authorized for the exercise of outstanding options under this Plan shall be available for all options granted under this Plan on or after the Effective Date and for all non-statutory options outstanding under the 1988 Plan and incorporated into this Plan. The Plan Administrator may also allow such procedure to be utilized in connection with one or more disqualifying dispositions of Incentive Option shares effected after the Effective Date, whether such Incentive Options were granted under this Plan or the 1988 Plan.

D. The option/vesting acceleration provisions of Section III of Article Two relating to Corporate Transactions and Changes in Control may, in the Plan Administrator's discretion, be extended to one or more stock options which are outstanding under the 1988 Plan on the Effective Date of this Plan but which do not otherwise provide for such acceleration.

E. The Plan shall terminate upon the earlier of (i) January 13, 2002 or (ii) the date on which all shares available for issuance under the Plan shall have been issued or cancelled pursuant to the exercise, surrender or cash-out of the outstanding options under the Plan. If the date of termination is determined under clause (i) above, then all option grants outstanding on such date shall thereafter continue to have force and effect in accordance with the provisions of the instruments evidencing such grants.

IV. USE OF PROCEEDS

Any cash proceeds received by the Company from the sale of shares under the Plan shall be used for general corporate purposes.

V. REGULATORY APPROVALS

A. The implementation of the Plan, the granting of any option under the Plan and the issuance of Common Stock upon the exercise or surrender of the option grants made hereunder shall be subject to the Corporation's procurement of all approvals and permits required by regulatory authorities having jurisdiction over the Plan, the options granted under it, and the Common Stock issued pursuant to it.

B. No shares of Common Stock or other assets shall be issued or delivered under this Plan unless and until there shall have been compliance with all applicable requirements of Federal and State securities laws, including the filing and effectiveness of the Form S-8 registration statement for the shares of Common Stock issuable under the Plan, and all applicable listing requirements of any securities exchange on which stock of the same class is then listed.

VI. NO EMPLOYMENT/SERVICE RIGHTS

Neither the action of the Company in establishing the Plan, nor any action taken by the Plan Administrator hereunder, nor any provision of the Plan shall be construed so as to grant any individual the right to remain in the employ or service of the Corporation (or any parent or subsidiary corporation) for any period of specific duration, and the Corporation (or any parent or subsidiary corporation retaining the services of such individual) may terminate such individual's employment or service at any time and for any reason, with or without cause.

VII. MISCELLANEOUS PROVISIONS

A. The right to acquire Common Stock or other assets under the Plan may not be assigned, encumbered or otherwise transferred by any Optionee.

B. The provisions of the Plan shall be governed by the laws of the State of California, as such laws are applied to contracts entered into and performed in such State.

C. The provisions of the Plan shall inure to the benefit of, and be binding upon, the Corporation and its successors or assigns, whether by Corporate Transaction or otherwise, and the Optionees, the legal representatives of their respective estates, their respective heirs or legatees and their permitted assignees.

Schedule A

Companies Participating in
International Employee Stock Purchase
Plan

Name	Jurisdiction of Incorporation
Nihon Synopsys KK	Japan
Synopsys Consulting SARL	France
Synopsys Finland OY	Finland
Synopsys GmbH	Germany
Synopsys (India) Private Limited.	India
Synopsys International, Inc.	Barbados
Synopsys International Limited	Ireland
Synopsys Ireland Limited	Ireland
Synopsys Ireland Resources	Ireland
Synopsys Italia, S.r.l.	Italy
Synopsys Korea, Inc. (Yuhan Hoesa Synopsys Korea)	Korea
Synopsys (Northern Europe) Limited	United Kingdom
Synopsys SARL	France
Synopsys Scandinavia AB	Sweden
Synopsys Services SARL	France
Synopsys (Singapore) Pte. Limited.	Singapore
Synopsys Israel Limited	Israel
Synopsys (India) EDA Software Private Limited	India
Synopsys Denmark ApS	Denmark
Synopsys Leda SARL	France
Synopsys Taiwan Limited	Taiwan