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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 14, 2026**

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**SYNOPSYS, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-19807**  
(Commission  
File Number)

**56-1546236**  
(I.R.S. Employer  
Identification Number)

**675 Almanor Ave**  
**Sunnyvale, California 94085**  
(Address of Principal Executive Offices) (Zip Code)

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

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value of \$0.01 per share)	SNPS	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On February 14, 2026, in accordance with the applicable provisions of the amended and restated bylaws of Synopsys, Inc., a Delaware corporation (“*Synopsys*”), the Board of Directors (the “*Board*”) of Synopsys increased the size of the Board from eleven to twelve directors and appointed Peter A. Shimer to serve as a director and as a member of the Audit Committee, effective immediately. The Board has determined that Mr. Shimer qualifies as an independent director in accordance with the Nasdaq Stock Market’s (“*Nasdaq*”) Listing Rules, satisfies the criteria set forth in Nasdaq Listing Rule 5605(c)(2)(A) for membership on an audit committee, including the additional criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and is an “audit committee financial expert” as such term is defined in Item 407 of Regulation S-K.

Mr. Shimer served in a variety of senior executive roles at Deloitte LLP (“*Deloitte*”) from 2007 until 2025, including Senior Advisor to the Chief Executive Officer from 2024 until 2025, Chief Operating Officer from 2023 until 2024 and from 2019 until 2022, Interim Chief Executive Officer from 2022 until 2023 and Chief Financial Officer from 2016 until 2019. Mr. Shimer has served on the board of directors of Alaska Air Group, Inc. since 2025, the board of directors of Cancer Artificial Intelligence Alliance since 2025 and the board of directors of Fred Hutchinson Cancer Center since 2020. Mr. Shimer started his career with Deloitte in 1984 and has advised boards and executive teams on complex business matters, including strategy development, mergers and acquisitions, financial accounting and reporting, corporate governance and risk management.

Mr. Shimer will participate in Synopsys’ non-employee director program. Pursuant to such program, Mr. Shimer will receive an annual cash retainer of \$140,000, which is payable in advance in four equal payments prior to Synopsys’ regularly scheduled quarterly Board meetings and will be prorated in his first year of service. Further, Mr. Shimer will receive (i) an initial restricted stock award for shares of Synopsys common stock with a grant date fair market value of \$350,000, which will vest in equal installments on the date immediately preceding each of the first three annual meetings following the date of grant, subject to continued Board service through each vesting date; and (ii) an interim restricted stock award for shares of Synopsys common stock with a grant date fair market value equal to a prorated portion of the annual award of \$200,000, which will vest on the date immediately preceding the first annual meeting following the date of grant.

There is no arrangement or understanding between Mr. Shimer and Synopsys pursuant to which he was selected as a director. Mr. Shimer does not have any family relationships with any of Synopsys’ directors or executive officers, or any direct or indirect material interest in any transaction or proposed transaction required to be reported under Section 404(a) of Regulation S-K.

In accordance with Synopsys’ customary practice, Synopsys is entering into its standard form of indemnification agreement with Mr. Shimer, which requires Synopsys to indemnify Mr. Shimer against certain liabilities that may arise as result of his status or service as a director. The description of Mr. Shimer’s indemnification agreement is qualified in its entirety by the full text of the form of indemnification agreement, which is attached to Synopsys’ Form 8-K filed on July 14, 2011, as Exhibit 99.2.

Synopsys also announced the Board’s decision not to renominate Luis Borgen and Dr. Ajei Gopal for re-election to the Board. Mr. Borgen and Dr. Gopal will continue to serve on the Board through Synopsys’ 2026 Annual Meeting of Stockholders.

**Item 7.01 Regulation FD Disclosure.**

A copy of the press release announcing the appointment of Peter A. Shimer to Synopsys’ Board of Directors and director transitions is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K. The information included in this Current Report on Form 8-K (including Exhibit 99.1) is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by Synopsys under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

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<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release dated February 19, 2026 announcing the appointment of Peter A. Shimer to the Board of Directors of Synopsys, Inc. and director transitions.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**SYNOPSYS, INC.**

Dated: February 19, 2026

By: \_\_\_\_\_ /s/ JANET LEE  
**Janet Lee**  
**General Counsel and Corporate Secretary**

A purple parallelogram graphic containing the text "PRESS RELEASE" in white, uppercase, sans-serif font.

PRESS RELEASE

## Synopsys Appoints Former Deloitte Executive Peter Shimer to Board of Directors and Announces Board Transitions

**Sunnyvale, Calif., February 19, 2026** – Synopsys, Inc. (NASDAQ: SNPS) today announced the appointment of Peter A. Shimer to its board of directors. Shimer brings four decades of experience at international public accounting firm Deloitte where he held numerous executive roles, including serving as its interim chief executive officer (CEO). During his tenure on the Deloitte executive committee and under his financial stewardship, the firm increased annual revenue by more than 135% to \$30 billion. Shimer’s appointment is effective immediately, and he will serve on the board’s audit committee.

“Pete is an expert at advising executive teams on complex business matters from strategy, to financials, to corporate governance,” said Sassine Ghazi, president and CEO of Synopsys. “He will be an excellent addition to the board as we continue to transform Synopsys to empower engineers across industries with leading solutions that help them design and deliver AI-powered products from silicon to systems.”

Shimer currently serves as the executive committee chair of the Cancer Artificial Intelligence Alliance (CAIA), a consortium of four leading academic medical centers focused on building the world’s most comprehensive and sophisticated cancer laboratories, using AI and a federated learning platform to advance cancer research and clinical outcomes. He previously served in a variety of senior executive roles including chief operating officer and chief financial officer at Deloitte. In addition, he was unanimously selected to serve as the interim CEO of Deloitte in 2022 and 2023. He was responsible for driving improvements in Deloitte’s operational performance and strategic initiatives, including the expansion and development of Deloitte University and the global implementation of Deloitte’s enterprise resource planning (ERP) system. Shimer also serves on the board of Alaska Airlines. He holds a BA in accounting from the University of Washington.

“It’s an honor and an exciting time to join the Synopsys board,” said Shimer. “R&D teams across industries are increasingly designing silicon-powered, software-defined and AI-enhanced systems. Synopsys has never had a greater opportunity to provide essential solutions that make modern innovation possible. I look forward to partnering with the board and the leadership team to advance Synopsys’ mission to empower innovation that drives human advancement.”

Synopsys also announced the board’s decision not to renominate Luis Borgen and Dr. Ajei Gopal for re-election to the board, which reflects the board’s commitment to ongoing director refreshment. Mr. Borgen and Dr. Gopal will continue to serve on the board through Synopsys’ 2026 annual meeting of stockholders.

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“Luis and Ajei have been great partners in transforming and positioning Synopsys as a powerful leader in the growing silicon-to-systems engineering market. We’re very grateful for their leadership and wish them continued success in their next chapters,” said Aart de Geus, executive chair and founder of Synopsys. “With the Ansys integration well underway, and with Pete strengthening an already exceptional team, these transitions underscore the Board’s own thoughtful evaluation and commitment to continued refreshment and forward evolution.”

### **About Synopsys**

Synopsys, Inc. (Nasdaq: SNPS) is the leader in engineering solutions from silicon to systems, enabling customers to rapidly innovate AI-powered products. We deliver industry-leading silicon design, IP, simulation and analysis solutions, and design services. We partner closely with our customers across a wide range of industries to maximize their R&D capability and productivity, powering innovation today that ignites the ingenuity of tomorrow. Learn more at [www.synopsys.com](http://www.synopsys.com).

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