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IKOS SYSTEMS INC
Form 425
December 19, 2001

Filed by Synopsys, Inc. Pursuant to Rule 425
Under the Securities Act of 1933, as amended
Subject Company: IKOS Systems, Inc.
Commission File No.: 0-18623

The following press release was filed by IKOS Systems, Inc.:

IKOS-Synopsys Proposed Merger HSR Waiting Period Expires

SAN JOSE, Calif.--(BUSINESS WIRE)--Dec. 18, 2001--IKOS Systems, Inc.
(Nasdaq:IKOS), a leading provider of high-performance design verification

solutions, and Synopsys, Inc. (Nasdaq:SNPS) today announced that the waiting

period required under the Hart-Scott-Rodino Antitrust Improvements Act regarding
antitrust issues expired at 11:59 p.m. Eastern Time on Dec. 14, 2001. This
satisfies U.S. pre merger notification requirements for the proposed merger
between IKOS and Synopsys.

On July 2, 2001, Synopsys and IKOS announced an agreement in which IKOS would
merge with a subsidiary of Synopsys subject to the satisfaction of certain
conditions. The expiration of the HSR waiting period was a condition to
completion of the merger.

Additional Information: In connection with the proposed merger, Synopsys, Inc.
filed a Registration Statement on Form S-4 (including a Proxy
Statement/Prospectus) and IKOS filed a Preliminary Proxy Statement on Aug. 9,
2001, and an Amendment No. 1 to the Registration Statement on Form S-4 and Proxy
Statement/Prospectus was filed on Oct. 18, 2001 (Registration No. 333-67184),
each containing information about the proposed merger, with the Securities and
Exchange Commission ("SEC"). At such time the SEC declares the Form S-4
Registration Statement (including the Proxy Statement/Prospectus) to be
effective, IKOS will mail the Proxy Statement/Prospectus to IKOS stockholders.
Investors and security holders are urged to read the Registration Statement and
the Proxy Statement/Prospectus carefully when each document becomes available.
The Registration Statement and the Proxy Statement/Prospectus contain important
information about Synopsys, IKOS, the proposed merger and related matters.
Investors and security holders will be able to obtain free copies of these
documents through the web site maintained by the SEC at <http://www.sec.gov>.

Free copies of the Registration Statement, Proxy Statement/Prospectus and
Synopsys' other filings may also be obtained by accessing Synopsys' web site at
<http://www.synopsys.com> or by directing a request by mail or telephone to
Synopsys, Inc., 700 East Middlefield Rd., Mountain View, Calif. 94043,
650/584-5000. Free copies of the Proxy Statement/Prospectus and IKOS' other
filings may also be obtained by accessing IKOS' web site at <http://www.ikos.com>
or by directing a request by mail or telephone to IKOS Systems, Inc., 79 Great
Oaks Blvd., San Jose, Calif. 95119, 408/284-0400.

You may read and copy any reports, statements and other information filed by
Synopsys and IKOS at the SEC public reference rooms at 450 Fifth Street, N.W.,
Washington, D.C. 20549 or at the Commission's other public reference rooms in
New York, N.Y. and Chicago, Ill. Please

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call the Commission at 1-800-SEC-0330 for further information on public reference rooms. Synopsys' and IKOS' filings with the Commission are also available to the public from commercial document-retrieval services and the web site maintained by the Commission at <http://www.sec.gov>.

Synopsys and its directors and executive officers may be deemed to be participants in the solicitation of proxies from IKOS stockholders by IKOS and its Board of Directors in favor of the adoption and approval of the merger agreement and approval of the merger.

IKOS and its directors and executive officers may be deemed to be participants in the solicitation of proxies from IKOS stockholders in favor of the adoption and approval of the merger agreement and approval of the merger. Investors and securities holders may obtain additional information regarding the interests of the participants from IKOS' filings with the SEC under Rule 14a-12 of the Exchange Act of 1934, as amended.

ABOUT IKOS

IKOS Systems, Inc. (Nasdaq:IKOS) is a technology leader in high-performance

design verification solutions including hardware and software simulation for language-based design, logic emulation for system integration and compatibility verification, and verification services. The company's mission is to deliver high-performance solutions that enable our customers to verify the functional correctness of their complex electronic system design. IKOS has direct sales operations in North America, UK, France, Germany, The Netherlands, Japan, and India, and a distribution network throughout Asia-Pacific. The corporate headquarters is at 79 Great Oaks Blvd., San Jose, Calif., 95119, 408/284-0400. For more information, visit <http://www.ikos.com>.

Forward-looking statements in this release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties, including, without limitation, current economic conditions, continued acceptance and development of the company's existing and new products, increased levels of competition for the company, new products and technological changes, the company's dependence upon third-party suppliers, intellectual property rights, achievement of cost controls, consummation of the company's proposed merger with Synopsys and other risks detailed from time-to-time in the company's periodic reports filed with the Securities and Exchange Commission.

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