

SYNCHRONOSS TECHNOLOGIES INC

Form 4

May 19, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Institutional Venture Partners XII LP

2. Issuer Name and Ticker or Trading Symbol
SYNCHRONOSS
TECHNOLOGIES INC [SNCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O INSTITUTIONAL VENTURE PARTNERS, 3000 SAND HILL ROAD, BUILDING 2, STE 250

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|---|
| | | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/15/2008 | | P | | 100,000 | A | \$ 12.07 | 1,100,000 | I | By Institutional Venture Partners XII, L.P. (1) |
| Common Stock | 05/15/2008 | | P | | 50,000 | A | \$ 12.26 | 1,150,000 | I | By Institutional Venture Partners XII, L.P. (1) |

| | | | | | | | | |
|-----------------|------------|---|--------|---|-------------|-----------|---|--|
| Common Stock | 05/16/2008 | P | 43,425 | A | \$ 12.28 | 1,193,425 | I | By Institutional Venture Partners XII, L.P. ⁽¹⁾ |
|-----------------|------------|---|--------|---|-------------|-----------|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
|---|--|---|---|---|---|--|---|---|---|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Institutional Venture Partners XII LP C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BUILDING 2, STE 250 MENLO PARK, CA 94025 | | X | | |
| Institutional Venture Management XII, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BUILDING 2, STE 250 MENLO PARK, CA 94025 | | X | | |
| Chaffee Todd C C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BUILDING 2, STE 250 MENLO PARK, CA 94025 | | X | | |
| | | X | | |

FOGELSONG NORMAN A
 C/O INSTITUTIONAL VENTURE PARTNERS
 3000 SAND HILL ROAD, BUILDING 2, STE 250
 MENLO PARK, CA 94025

Harrick Stephen J
 C/O INSTITUTIONAL VENTURE PARTNERS
 3000 SAND HILL ROAD, BUILDING 2, STE 250
 MENLO PARK, CA 94025

X

Miller J Sanford
 C/O INSTITUTIONAL VENTURE PARTNERS
 3000 SAND HILL ROAD, BUILDING 2, STE 250
 MENLO PARK, CA 94025

X

Phelps Dennis B
 C/O INSTITUTIONAL VENTURE PARTNERS
 3000 SAND HILL ROAD, BUILDING 2, STE 250
 MENLO PARK, CA 94025

X

Signatures

/s/ Norman A. Fogelsong, Managing Director 05/19/2008
 __Signature of Reporting Person Date

/s/ Norman A. Fogelsong, Managing Director 05/19/2008
 __Signature of Reporting Person Date

/s/ Melanie Chladek, Attorney-in-Fact for Todd C. Chaffee 05/19/2008
 __Signature of Reporting Person Date

/s/ Melanie Chladek, Attorney-in-Fact for Norman A. Fogelsong 05/19/2008
 __Signature of Reporting Person Date

/s/ Melanie Chladek, Attorney-in-Fact for Stephen J. Harrick 05/19/2008
 __Signature of Reporting Person Date

/s/ Melanie Chladek, Attorney-in-Fact for J. Sanford Miller 05/19/2008
 __Signature of Reporting Person Date

/s/ Melanie Chladek, Attorney-in-Fact for Dennis B. Phelps 05/19/2008
 __Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares are owned by Institutional Venture Partners XII, L.P. ("IVP XII"). Institutional Venture Management XII, LLC ("IVM XII") serves as the sole General Partner of IVP XII, and has sole voting and investment control over the respective shares owned by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. IVM XII however owns no securities of the Issuer directly. Todd C. Chaffee, Norman A. Fogelsong, Stephen J. Harrick, J. Sanford Miller, and Dennis B. Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII. Each of these individuals disclaims beneficial ownership of the

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shares reported herein, except to the extent of his respective pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.