

SYNCHRONOSS TECHNOLOGIES INC

Form 4/A

January 09, 2007

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 *
ABS VENTURES VI L P

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)
890 WINTER STREET, SUITE
225,

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/05/2007

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

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,751,830	D <u>(1)</u>	
Common Stock					7,952 <u>(2)</u>	D <u>(3)</u>	
Common Stock	01/03/2007		A	3,586 A \$ 0	3,586	I	See Footnotes <u>(4)</u> <u>(5)</u>

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14	01/03/2007		A	10,000	<u>(6)</u> 01/03/2017	Common Stock	10,000
Stock Option (Right to Buy)	\$ 14	01/03/2007		A	10,000	<u>(7)</u> 01/03/2017	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABS VENTURES V I L P 890 WINTER STREET, SUITE 225 WALTHAM, MA 02451		X		
Calvert Capital IV L.L.C. 890 WINTER STREET SUITE 225 WALTHAM, MA 02451		X		
GRAYSON BRUNS H ABS VENTURES 1 SOUTH STREET BALTIMORE, MD 21202		X		
Burgess R William JR 890 WINTER STREET SUITE 225 WALTHAM, MA 02451		X		

Signatures

/s/ Bruns H.
Grayson

01/09/2007

__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) Shares held by ABS Ventures VI L.P. through its wholly owned subsidiary ABS Ventures VI L.L.C. Calvert Capital IV L.L.C., the general partner of ABS Ventures VI L.P., and Bruns H. Grayson and R. William Burgess Jr., the Managers of Calvert Capital IV L.L.C., share voting and dispositive power over shares held by ABS Ventures VI L.P. and its subsidiary. Messrs. Grayson and Burgess disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein.

(2) The transaction reported on the original Form 4 filed on January 5, 2007 incorrectly reported the number of securities beneficially owned following the reported transactions as 41,274. The correct number of derivative securities beneficially owned following the reported transactions were 7,952.

(3) Includes 7,952 shares received as a distribution to Mr. Grayson from ABS Investors L.L.C. In prior reports, Mr. Grayson reported beneficial ownership of 41,274 shares of Synchronoss Technologies, Inc. common stock held by ABS Investors L.L.C.

(4) Securities were assigned by Scott Yaphe, a director of the Issuer and member of Calvert Capital IV L.L.C., to Calvert Capital Management Company. Messrs. Grayson and Burgess are officers, directors and shareholders of such entity and share voting and dispositive power over the shares held by such entity. Mr. Yaphe does not have voting or dispositive control over securities held by such entity and Mr. Yaphe disclaims beneficial ownership of such securities other than to the extent of his pecuniary interest therein.

(5) Represents restricted shares of the Issuer's common stock. The restricted stock vests as to 1/3rd of the shares on May 30, 2007 if Mr. Yaphe is then a director of the issuer and vests as to an additional 1/36th of the shares as Mr. Yaphe completes each month of continuous service thereafter.

(6) The option shall become exercisable as to 1/12th of the total number of shares subject to the option on February 3, 2007 if Mr. Mr. Yaphe is then a director of the Issuer and vests as to an additional 1/12th of the shares subject to the option as Mr. Yaphe completes each month of continuous service thereafter.

(7) The option shall become exercisable as to 1/3rd of the total number of shares subject to the option on May 30, 2007 if Mr. Yaphe is then a director of the Issuer and vests as to an additional 1/36th of the shares subject to the option as Mr. Yaphe completes each month of continuous service thereafter.

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

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