

SYNCHRONOSS TECHNOLOGIES INC

Form 4

May 19, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

05/15/2008

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

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.**

SEC 1474  
(9-02)

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

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

  

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

## Reporting Owners

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

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