

SYNCHRONOSS TECHNOLOGIES INC

Form 4

June 23, 2006

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 *
Yaphe Scott

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

890 WINTER STREET, SUITE 225

06/20/2006

(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
 Form filed by More than One Reporting Person

WALTHAM, MA 02451

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/20/2006		C		3,793,104	A	\$ 0 (1)
					3,793,104	I	See Footnote (2)

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

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SEC 1474 (9-02)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Preferred Stock	(1)	06/20/2006		C	3,793,104	(3)	(3)	Common Stock	3,793,104
Stock Option (Right to Buy)	\$ 8.98					(4)	02/10/2016	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yaphe Scott 890 WINTER STREET SUITE 225 WALTHAM, MA 02451		X		

Signatures

/s/ Scott Yaphe 06/22/2006
 **Signature of Date
 Reporting Person

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) Preferred stock automatically converted upon the consummation of the Issuer's initial public offering on a one-for-one basis.
 Consists of (1) 3,751,830 shares held by ABS Ventures VI L.P., through its wholly-owned subsidiary ABS Ventures VI L.L.C., and (2) 41,274 shares held by ABS Investors L.L.C. Mr. Yaphe is a member of Calvert Capital IV L.L.C., the general partner of ABS Ventures VI L.P., and a member of ABS Investors L.L.C. but does not have voting or dispositive control over shares held by any such entity. Mr. Yaphe disclaims beneficial ownership of the shares held by such entities, other than to the extent of his pecuniary interest therein.
- (2) Not applicable.
- (3) Not applicable.
- (4) The shares underlying the option are subject to a right of repurchase in favor of Issuer. This right of repurchase shall lapse with respect to the first 33% of the shares when the Reporting Person completes 12 months of continuous service after February 10, 2006. The right of repurchase shall lapse with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.
- (5) Option was assigned by Mr. Yaphe to Calvert Capital Management Company. 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.

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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