

SYNCHRONOSS TECHNOLOGIES INC  
Form 8-K  
November 18, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
(Amendment No. )  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 17, 2010**

**SYNCHRONOSS TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

**000-52049**

**06-1594540**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**750 Route 202 South, Suite 600,  
Bridgewater, New Jersey**

**08807**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(866) 620-3940**

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 OTHER EVENTS.**

On November 17, 2010, Synchronoss Technologies, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC, as representative of the underwriters named therein (collectively, the Underwriters ), relating to the public offering of 3,775,000 shares by the Company and 483,042 shares by certain selling stockholders of the Company s common stock, \$.0001 par value per share (the

Common Stock ), at a public offering price of \$25.40 per share. The offering is scheduled to close on November 23, 2010, subject to customary closing conditions. The Company has granted the underwriters an option, exercisable within 30 days from the date of the Underwriting Agreement, to purchase up to 638,706 additional shares of Common Stock to cover over-allotments, if any. The offering is being made pursuant to the Company s effective shelf registration statement on Form S-3 (File No. 333-164919) previously filed with the Securities and Exchange Commission (the Commission ), as further amended and supplemented by subsequent filings. The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated by reference herein. The description of the Underwriting Agreement in this report is a summary and is qualified in its entirety by the terms of the Underwriting Agreement.

On November 17, 2010, the Company issued a press release announcing the pricing of the public offering. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

*(d) Exhibits*

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Underwriting Agreement dated as of November 17, 2010.   |
| 5.1                | Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP.                           |
| 23.1               | Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (included in Exhibit 5.1). |
| 99.1               | Press Release issued by Synchronoss Technologies, Inc. dated November 17, 2010.                     |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**SYNCHRONOSS TECHNOLOGIES,  
INC.**

Date: November 18, 2010

By: */s/ Stephen G. Waldis*  
Stephen G. Waldis  
*Chairman of the Board of Directors,  
President and Chief Executive Officer*

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**EXHIBIT INDEX**

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