

SYNCHRONOSS TECHNOLOGIES INC

Form SC 13G/A

February 02, 2009

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Synchronoss Technologies, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

87157B103

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)**
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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CUSIP No. 87157B103 **13G** Page 2 of 16 Pages

1 NAMES OF REPORTING PERSONS
Institutional Venture Partners XI, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
3,748,425 shares of Common Stock (2)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 WITH: SHARED DISPOSITIVE POWER
3,748,425 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

(1) This Amendment No. 2 to the statement on Schedule 13G is filed by Institutional Venture Partners XI, L.P. (IVP XI), Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (IVP XI KG), Institutional Venture Management XI, LLC (IVM XI), Institutional Venture Partners XII, L.P. (IVP XII), Institutional Venture Management XII, LLC (IVM XII), Todd C. Chaffee (Chaffee), Reid W. Dennis (Dennis), Norman A. Fogelsong (Fogelsong), Stephen J. Harrick (Harrick), J. Sanford Miller (Miller) and Dennis B. Phelps (Phelps together with IVP XI, IVP XI KG, IVM XI, IVP XII, IVM XII, Chaffee, Dennis, Fogelsong, Harrick and Miller, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes 2,202,410 shares held by IVP XI; 352,590 shares held by IVP XI KG; and 1,193,425 shares held by IVP XII. IVM XI serves as the sole general partner of IVP XI and the sole managing limited partner of IVP XI KG, and has voting and investment control over the respective shares owned by IVP XI and IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI and IVP XI KG. IVM XI however owns no securities of the Issuer directly. IVM XII serves as the sole general partner of IVP XII, and has 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. Chaffee, Dennis, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI and IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI and IVP XI KG, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of the shares held by IVP XI and IVP XI KG, except to the extent of their respective pecuniary interests therein. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of the shares held by IVP XII, except to the extent of their respective pecuniary interests therein.

(3) This percentage is calculated based upon 30,795,024 shares of the Common Stock outstanding as of October 31, 2008 in the Issuer's most recently filed 10-Q as filed with the Securities and Exchange Commission on November 10, 2008.

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1 NAMES OF REPORTING PERSONS
 Institutional Venture Partners XI GmbH & Co. Beteiligungs KG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
 (a)
 (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States of America

5 SOLE VOTING POWER
 NUMBER OF 0 shares

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
 SHARED VOTING POWER
 3,748,425 shares of Common Stock (2)

7 SOLE DISPOSITIVE POWER
 0 shares

8 WITH: SHARED DISPOSITIVE POWER
 3,748,425 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17% (3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

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1 NAMES OF REPORTING PERSONS
Institutional Venture Management XI, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
3,748,425 shares of Common Stock (2)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 WITH: SHARED DISPOSITIVE POWER
3,748,425 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17% (3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

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1 NAMES OF REPORTING PERSONS
Institutional Venture Partners XII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
3,748,425 shares of Common Stock (2)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 WITH: SHARED DISPOSITIVE POWER
3,748,425 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17% (3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

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1 NAMES OF REPORTING PERSONS
Institutional Venture Management XII, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
3,748,425 shares of Common Stock (2)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 WITH: SHARED DISPOSITIVE POWER
3,748,425 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

OO

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CUSIP No. 87157B103 **13G** Page 7 of 16 Pages

1 NAMES OF REPORTING PERSONS
Todd C. Chaffee

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
3,748,425 shares of Common Stock (2)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 WITH: SHARED DISPOSITIVE POWER
3,748,425 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

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CUSIP No. 87157B103 **13G** Page 8 of 16 Pages

1 NAMES OF REPORTING PERSONS
Reid W. Dennis

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2**
- (a)
 - (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER

NUMBER OF 0 shares

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
2,555,000 shares of Common Stock (2)

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
0 shares

WITH: **8** SHARED DISPOSITIVE POWER
2,555,000 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,555,000 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

8.30% (3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

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CUSIP No. 87157B103 **13G** Page 9 of 16 Pages

1 NAMES OF REPORTING PERSONS
Norman A. Fogelsong

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 0 shares
6 SHARES BENEFICIALLY OWNED BY 3,748,425 shares of Common Stock (2)
SHARED VOTING POWER

7 EACH REPORTING PERSON 0 shares
SOLE DISPOSITIVE POWER
8 WITH: 3,748,425 shares of Common Stock (2)
SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

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1 NAMES OF REPORTING PERSONS
Stephen J. Harrick

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
3,748,425 shares of Common Stock (2)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 WITH: SHARED DISPOSITIVE POWER
3,748,425 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

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1 NAMES OF REPORTING PERSONS
J. Sanford Miller

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF		0 shares
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		3,748,425 shares of Common Stock (2)
OWNED BY		

EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0 shares
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		3,748,425 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes 2,202,410 shares held by IVP XI; 352,590 shares held by IVP XI KG; and 1,193,425 shares held by IVP XII. IVM XI serves as the sole general partner of IVP XI and the sole managing limited partner of IVP XI KG, and has voting and investment control over the respective shares owned by IVP XI and IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI and IVP XI KG. IVM XI however owns no securities of the Issuer directly. IVM XII serves as the sole general partner of IVP XII, and has 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. Chaffee, Dennis, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI and IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI and IVP XI KG, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of the shares held by IVP XI and IVP XI KG, except to the extent of their respective pecuniary interests therein. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of the shares held by IVP XII, except to the extent of their respective pecuniary interests therein.

(3) This percentage is calculated based upon 30,795,024 shares of the Common Stock outstanding as of October 31, 2008 in the Issuer's most recently filed 10-Q as filed with the Securities and Exchange Commission on November 10, 2008.

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1 NAMES OF REPORTING PERSONS
Dennis B. Phelps

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF 0 shares

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
3,748,425 shares of Common Stock (2)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 shares

8 WITH: SHARED DISPOSITIVE POWER
3,748,425 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,748,425 shares of Common Stock (2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

12.17%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes 2,202,410 shares held by IVP XI; 352,590 shares held by IVP XI KG; and 1,193,425 shares held by IVP XII. IVM XI serves as the sole general partner of IVP XI and the sole managing limited partner of IVP XI KG, and has voting and investment control over the respective shares owned by IVP XI and IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI and IVP XI KG. IVM XI however owns no securities of the Issuer directly. IVM XII serves as the sole general partner of IVP XII, and has 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. Chaffee, Dennis, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI and IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI and IVP XI KG, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of the shares held by IVP XI and IVP XI KG, except to the extent of their respective pecuniary interests therein. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of the shares held by IVP XII, except to the extent of their respective pecuniary interests therein.

(3) This percentage is calculated based upon 30,795,024 shares of the Common Stock outstanding as of October 31, 2008 in the Issuer's most recently filed 10-Q as filed with the Securities and Exchange Commission on November 10, 2008.

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Item 1(a).Name of Issuer

Item 1(b).Address of Issuer s Principal Executive Offices

Item 2(a).Name of Person Filing

Item 2(b).Address of Principal Business Office or, if none, Residence

Item 2(c).Citizenship

Item 2(d).Title of Class of Securities

Item 2(e).CUSIP Number

Item 3.Not applicable

Item 4. Ownership

Item 5. Ownership of 5 Percent or Less of a Class

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of a Group

Item 10. Certification

SIGNATURES

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Item 1(a). Name of Issuer:

Synchronoss Technologies, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

750 Route 202 South, Suite 600

Bridgewater, New Jersey 08807

Item 2(a). Name of Person Filing:

Institutional Venture Partners XI, L.P. (IVP XI)

Institutional Venture Partners XI GmbH & Co. Beteteiligungs KG (IVP XI KG)

Institutional Venture Management XI, LLC (IVM XI)

Institutional Venture Partners XII, L.P. (IVP XII)

Institutional Venture Management XII, LLC (IVM XII)

Todd C. Chaffee (Chaffee)

Reid W. Dennis (Dennis)

Norman A. Fogelsong (Fogelsong)

Stephen J. Harrick (Harrick)

J. Sanford Miller (Miller)

Dennis B. Phelps (Phelps)

Item 2(b). Address of Principal Business Office or, if none, Residence:

Institutional Venture Partners

3000 Sand Hill Road, Building 2, Suite 250

Menlo Park, California 94025

Item 2(c). Citizenship:

IVP XI	Delaware,
IVP XI KG	United
IVM XI	States of
IVP XII	America
IVM XII	Germany
Chaffee	Delaware,
Dennis	United
Fogelsong	States of
Harrick	America
Miller	Delaware,
Phelps	United
	States of
	America
	Delaware,
	United
	States of
	America
	United
	States of
	America
	United
	States of
	America
	United
	States of
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**United
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America**

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

87157B103

Item 3. Not applicable.

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Item 4. Ownership. The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2008:

Reporting Persons	Shares Held	Sole Voting	Shared Voting	Sole Dispositive	Shared Dispositive	Beneficial Ownership	Percentage of Class(2)
	Directly	Power	Power(1)	Power	Power (1)	(1)	
IVP XI	2,202,410	0	3,748,425	0	3,748,425	3,748,425	12.17%
IVP XI KG	352,590	0	3,748,425	0	3,748,425	3,748,425	12.17%
IVM XI	0	0	3,748,425	0	3,748,425	3,748,425	12.17%
IVP XII	1,193,425	0	3,748,425	0	3,748,425	3,748,425	12.17%
IVM XII	0	0	3,748,425	0	3,748,425	3,748,425	12.17%
Chaffee	0	0	3,748,425	0	3,748,425	3,748,425	12.17%
Dennis	0	0	2,555,000	0	2,555,000	2,555,000	8.30%
Fogelsong	0	0	3,748,425	0	3,748,425	3,748,425	12.17%
Harrick	0	0	3,748,425	0	3,748,425	3,748,425	12.17%
Miller	0	0	3,748,425	0	3,748,425	3,748,425	12.17%
Phelps	0	0	3,748,425	0	3,748,425	3,748,425	12.17%

(1) IVM XI serves as the sole general partner of IVP XI and the sole managing limited partner of IVP XI KG, and has voting and investment control over the respective shares owned by IVP XI and IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI and IVP XI KG.

IVM XI however owns no securities of the Issuer directly. IVM XII serves as the sole general partner of IVP XII, and has 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. Chaffee, Dennis, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI and IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI and IVP XI KG, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of

the shares held
by IVP XI and
IVP XI KG,
except to the
extent of their
respective
pecuniary
interests therein.

Chaffee,
Fogelsong,
Harrick, Miller
and Phelps are
Managing
Directors of
IVM XII and
share voting and
dispositive
power over the
shares held by
IVP XII, and
may be deemed
to own
beneficially the
shares held by
IVP XII,
however, they
own no
securities of the
Issuer directly
and they
disclaim
beneficial
ownership of
the shares held
by IVP XII,
except to the
extent of their
respective
pecuniary
interests therein.

- (2) This percentage
is calculated
based upon
30,795,024
shares of the
Common Stock
outstanding as
of October 31,
2008 in the
Issuer's most

recently filed
10-Q as filed
with the
Securities and
Exchange
Commission on
November 10,
2008.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

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Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 2, 2009

INSTITUTIONAL VENTURE PARTNERS XI, L.P.

By: Institutional Venture Management XI, LLC
Its: General Partner

By: /s/ Norman A. Fogelsong

Norman A. Fogelsong, Managing Director

INSTITUTIONAL VENTURE PARTNERS XI GmbH & CO. BETEILIGUNGS KG

By: Institutional Venture Management XI, LLC
Its: Managing Limited Partner

By: /s/ Norman A. Fogelsong

Norman A. Fogelsong, Managing Director

INSTITUTIONAL VENTURE MANAGEMENT XI,
LLC

By: /s/ Norman A. Fogelsong

Norman A. Fogelsong, Managing Director

INSTITUTIONAL VENTURE PARTNERS XII, L.P.

By: Institutional Venture Management XII, LLC
Its: General Partner

By: /s/ Norman A. Fogelsong

Norman A. Fogelsong, Managing Director

INSTITUTIONAL VENTURE MANAGEMENT XII,
LLC

By: /s/ Norman A. Fogelsong

Norman A. Fogelsong, Managing Director

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Todd C. Chaffee

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Reid W. Dennis

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Norman A.
Fogelsong

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Stephen J. Harrick

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for J. Sanford Miller

/s/ Melanie Chladek

Melanie Chladek, Attorney-in-Fact for Dennis B. Phelps

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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