

SYNCHRONOSS TECHNOLOGIES INC

Form 4

January 19, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/18/2007

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

(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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (1)	(A) or (D)	Price	
Common Stock	01/18/2007		J		750,366 (1)	D	\$ 0	3,001,464 D (2)
Common Stock							7,952	D (3)
Common Stock							3,586	I See Footnotes (4) (5)

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**

SEC 1474  
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABS VENTURES VI 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 890 WINTER STREET SUITE 225 WALTHAM, MA 02451		X		
Burgess R William JR 890 WINTER STREET SUITE 225 WALTHAM, MA 02451		X		

/s/ Bruns H.  
Grayson 01/19/2007

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 represent a pro-rata distribution by ABS Ventures VI L.P. to its limited partners.

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.

(3) Shares held directly by Mr. Grayson.

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.

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.

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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