

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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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
 SHARED VOTING POWER
 3,748,425 shares of Common Stock (2)

7 EACH REPORTING PERSON
 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)

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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

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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)
7 SHARED VOTING POWER

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
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

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

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

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)

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IN

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NAMES OF REPORTING PERSONS

1 J. Sanford Miller

2 CHECK THE APPROPRIATE BOX I