

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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CUSIP No. 87157B103 **13G** Page 3 of 16 Pages

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

**7** SOLE DISPOSITIVE POWER  
 EACH REPORTING PERSON 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)

12

PN

(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.

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CUSIP No. 87157B103 **13G** Page 4 of 16 Pages

**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)

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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(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.

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CUSIP No. 87157B103 **13G** Page 5 of 16 Pages

**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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CUSIP No. 87157B103 **13G** Page 6 of 16 Pages

**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.

(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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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  
**6** SHARES BENEFICIALLY OWNED BY 2,555,000 shares of Common Stock (2)  
**7** EACH REPORTING PERSON

SOLE DISPOSITIVE POWER  
0 shares  
**8** WITH: 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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CUSIP No. 87157B103 **13G** Page 10 of 16 Pages

**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

(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  
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

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

EACH	<b>7</b>	SOLE DISPOSITIVE POWER
REPORTING		0 shares
PERSON		
WITH:	<b>8</b>	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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CUSIP No. 87157B103 **13G** Page 12 of 16 Pages

**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

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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. Fogelson ( Fogelson )**

**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:

<b>IVP XI</b>	<b>Delaware,</b>
<b>IVP XI KG</b>	<b>United</b>
<b>IVM XI</b>	<b>States of</b>
<b>IVP XII</b>	<b>America</b>
<b>IVM XII</b>	<b>Germany</b>
<b>Chaffee</b>	<b>Delaware,</b>
<b>Dennis</b>	<b>United</b>
<b>Fogelson</b>	<b>States of</b>
<b>Harrick</b>	<b>America</b>
<b>Miller</b>	<b>Delaware,</b>
<b>Phelps</b>	<b>United</b>
	<b>States of</b>
	<b>America</b>
	<b>Delaware,</b>
	<b>United</b>
	<b>States of</b>
	<b>America</b>
	<b>United</b>
	<b>States of</b>
	<b>America</b>
	<b>United</b>
	<b>States of</b>
	<b>America</b>
	<b>United</b>
	<b>States of</b>
	<b>America</b>

**United  
States of  
America  
United  
States of  
America  
United  
States of  
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:

<b>Reporting Persons</b>	<b>Shares Held</b>	<b>Sole Voting</b>	<b>Shared Voting</b>	<b>Sole Dispositive</b>	<b>Shared Dispositive</b>	<b>Beneficial Ownership</b>	<b>Percentage of Class(2)</b>
	<b>Directly</b>	<b>Power</b>	<b>Power(1)</b>	<b>Power</b>	<b>Power (1)</b>	<b>(1)</b>	
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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