

Phelps Dennis B
Form 3
March 06, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Institutional Venture Partners
 XI LP
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 03/04/2008

3. Issuer Name and Ticker or Trading Symbol
 SYNCHRONOSS TECHNOLOGIES INC [SNCR]

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O INSTITUTIONAL VENTURE PARTNERS, 3000 SAND HILL ROAD, BLDG. 2, STE. 250
 (Street)

____ Director 10% Owner
 ____ Officer ____ Other
 (give title below) (specify below)

MENLO PARK, CA 94025
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,982,600	I	By Institutional Venture Partners XI, L.P. ⁽¹⁾
Common Stock	317,400	I	By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG ⁽²⁾
Common Stock	989,770	I	By Institutional Venture Partners XII, L.P. ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Institutional Venture Partners XI LP C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG. 2, STE. 250 MENLO PARK, CA 94025	^	^ X	^	^
INSTITUTIONAL VENTURE PARTNERS XI GMBH & CO BETEILIGUNGS KG C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG. 2, STE. 250 MENLO PARK, CA 94025	^	^ X	^	^
Institutional Venture Management XI, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG. 2, STE. 250 MENLO PARK, CA 94025	^	^ X	^	^
Institutional Venture Partners XII LP C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG. 2, STE. 250 MENLO PARK, CA 94025	^	^ X	^	^
Institutional Venture Management XII, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG. 2, STE. 250 MENLO PARK, CA 94025	^	^ X	^	^
Chaffee Todd C C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG. 2, STE. 250 MENLO PARK, CA 94025	^	^ X	^	^
FOGELSONG NORMAN A C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG. 2, STE. 250 MENLO PARK, CA 94025	^	^ X	^	^

Harrick Stephen J
 C/O INSTITUTIONAL VENTURE PARTNERS
 3000 SAND HILL ROAD, BLDG. 2, STE. 250
 MENLO PARK, CA 94025

^ ^ X ^ ^

Miller J Sanford
 C/O INSTITUTIONAL VENTURE PARTNERS
 3000 SAND HILL ROAD, BLDG. 2, STE. 250
 MENLO PARK, CA 94025

^ ^ X ^ ^

Phelps Dennis B
 C/O INSTITUTIONAL VENTURE PARTNERS
 3000 SAND HILL ROAD, BLDG. 2, STE. 250
 MENLO PARK, CA 94025

^ ^ X ^ ^

Signatures

Institutional Venture Partners XI, L.P. By: Institutional Venture Management XI, LLC Its:
 General Partner By: /s/ Norman A. Fogelsong Managing Director

03/06/2008

__Signature of Reporting Person

Date

Norman A. Fogelsong, Managing Director

03/06/2008

__Signature of Reporting Person

Date

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Date

Norman A. Fogelsong, Managing Director

03/06/2008

__Signature of Reporting Person

Date

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

03/06/2008

__Signature of Reporting Person

Date

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

03/06/2008

__Signature of Reporting Person

Date

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

03/06/2008

__Signature of Reporting Person

Date

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

03/06/2008

__Signature of Reporting Person

Date

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

03/06/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The shares are owned by Institutional Venture Partners XI, L.P. ("IVP XI"), which is under common control with Institutional Venture Partners XI GmbH & Co. Beteiligungs KG ("IVP XI KG"). Institutional Venture Management XI, LLC ("IVM XI") serves as the sole General Partner of IVP XI, and has sole voting and investment control over the respective shares owned by IVP XI, and may be deemed to own beneficially the shares held by IVP XI. IVM XI however owns no securities of the Issuer directly. Todd C. Chaffee ("Chaffee"), Norman A. Fogelsong ("Fogelsong"), Stephen J. Harrick ("Harrick"), J. Sanford Miller ("Miller") and Dennis B. Phelps ("Phelps") are

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Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI. Each of these individuals disclaims beneficial ownership of the shares reported herein, except to the extent of his or her respective pecuniary interest therein.

- (2) The shares are owned by IVP XI KG, which is under common control with IVP XI. IVM XI serves as the sole Managing Limited Partner of IVP XI KG, and has sole voting and investment control over the respective shares owned by IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI KG. IVM XI however owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI KG. Each of these individuals disclaims beneficial ownership of the shares reported herein, except to the extent of his or her respective pecuniary interest therein.

- (3) The shares are owned by Institutional Venture Partners XII, L.P. ("IVP XII"). Institutional Venture Management XII, LLC ("IVM XII") serves as the sole General Partner of IVP XII, and has sole voting and investment control over the 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, Fogelsong, Harrick, Miller, and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII. Each of these individuals disclaims beneficial ownership of the shares reported herein, except to the extent of his or her respective pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.