

Phelps Dennis B
Form 4
September 29, 2008

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Institutional Venture Partners XI LP

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/26/2008

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

3000 SAND HILL
ROAD, BUILDING 2, SUITE 250

(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
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(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 | (A) or (D) | Price | | | |
| Common Stock | 09/26/2008 | | P | | | 163,780 | A | \$ 10.43 (1) | 2,202,410 | I | By Institutional Venture Partners XI, L.P. (2) |
| Common Stock | 09/26/2008 | | P | | | 26,220 | A | \$ 10.43 (1) | 352,590 | I | By Institutional Venture Partners XI GmbH & Co. |

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 displays a currently valid OMB control number.

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(9-02)

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

| 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 Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Institutional Venture Partners XI LP
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK, CA 94025

X

INSTITUTIONAL VENTURE PARTNERS XI GMBH & CO
BETEILIGUNGS KG
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK, CA 94025

X

Institutional Venture Management XI, LLC
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK, CA 94025

X

FOGELSONG NORMAN A
3000 SAND HILL ROAD
BUILDING 2, SUITE 250

X

MENLO PARK, CA 94025

Chaffee Todd C

3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK, CA 94025

X

Harrick Stephen J

3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK, CA 94025

X

Miller J Sanford

3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK, CA 94025

X

Phelps Dennis B

3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK, CA 94025

X

Signatures

/s/ Norman A. Fogelsong, Managing Director for Institutional Venture Partners XI, L.P.

09/29/2008

__Signature of Reporting Person

Date

/s/ Norman A. Fogelsong, Managing Director for Institutional Venture Partners XI GmbH & Co. Beteiligungs KG

09/29/2008

__Signature of Reporting Person

Date

/s/ Norman A. Fogelsong, Managing Director for Institutional Venture Management XI, LLC

09/29/2008

__Signature of Reporting Person

Date

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

09/29/2008

__Signature of Reporting Person

Date

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

09/29/2008

__Signature of Reporting Person

Date

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

09/29/2008

__Signature of Reporting Person

Date

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

09/29/2008

__Signature of Reporting Person

Date

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

09/29/2008

__Signature of Reporting Person

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).

Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported
(1) was \$10.2000 to \$10.5000 per share. The reporting persons undertake to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

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(2) 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. Fogelson ("Fogelson"), Stephen J. Harrick ("Harrick"), J. Sanford Miller ("Miller") and Dennis B. Phelps ("Phelps") are Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI and 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 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, Fogelson, 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.

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.