

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Lazzaro Nicholas P</u>	<u>SYNCHRONOSS TECHNOLOGIES INC [SNCR]</u>	Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP & President of No. Americ</u>
(Last) (First) (Middle) <u>200 CROSSING BOULEVARD</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2014</u>	
(Street) <u>BRIDGEWATER NJ 08807</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(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			
<u>Common Stock</u>	<u>02/13/2014</u>		<u>A</u>		<u>4,500⁽¹⁾</u>	<u>A</u>	<u>\$0.00</u>	<u>54,500</u>	<u>D</u>	
<u>2014 Performance Shares</u>	<u>02/13/2014</u>		<u>A</u>		<u>4,500⁽²⁾</u>	<u>A</u>	<u>\$0.00</u>	<u>4,500</u>	<u>D</u>	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
<u>Stock Option (Right to Purchase)</u>	<u>\$32.4</u>	<u>02/13/2014</u>		<u>A</u>		<u>8,500</u>	<u>02/13/2015⁽³⁾</u>	<u>02/13/2021</u>	<u>Common Stock</u>	<u>8,500</u>	<u>\$0.00</u>	<u>8,500</u>	<u>D</u>

Explanation of Responses:

- Shares of restricted stock granted pursuant to the Company's 2006 Equity Incentive Plan.
- Represents target number of performance shares. The actual number of shares to be issued, which could range from 0 to one and one-half times the initial target amount, will depend upon the issuer's revenue and operating income during fiscal 2014, and the Company's stock performance. The shares, if any, will be issued in February 2015.
- Th option shall become exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completes 12 months of continuous service after February 13, 2014. The option shall become exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.

Remarks:

/s/ Nicholas Lazzaro 02/18/2014

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.