
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **December 24, 2012**

SYNCHRONOSS TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-52049
(Commission
File Number)

06-1594540
(I.R.S. Employer
Identification No.)

**200 Crossing Boulevard, Suite 800, Bridgewater, New
Jersey**
(Address of principal executive offices)

08807
(Zip Code)

Registrant's telephone number, including area code: **(866) 620-3940**

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On December 24, 2012, Synchronoss Technologies Ireland, Ltd. ("Synchronoss Ireland"), a wholly owned subsidiary of Synchronoss Technologies, Inc. ("Synchronoss"), entered into a Share Purchase Agreement (the "Purchase Agreement") by and among Synchronoss Ireland and Research In Motion Limited ("RIM Limited"), the sole shareholder of Newbay Software Limited, an Ireland limited company ("Newbay"). Pursuant to the terms of the Purchase Agreement, on December 24, 2012, Synchronoss Ireland acquired all of the outstanding shares of capital stock of Newbay from RIM Limited for an aggregate purchase price of approximately \$55.5 million.

The Purchase Agreement contains customary representations, warranties and covenants of the parties.

A copy of the Purchase Agreement will be filed as an exhibit to Synchronoss' Annual Report on Form 10-K for the year ending December 31, 2012. The foregoing description of the Agreement is qualified in its entirety by reference to the full text of such exhibit.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 2.01 by reference.

Item 8.01. Other Events.

On December 27, 2012, Synchronoss issued a press release announcing the acquisition of Newbay which is filed as Exhibit 99.1 to this Current Report on Form 8-K. The information in Item 8.01 of this Current Report on Form 8-K and the press release furnished as Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

(1) The financial statements required by Item 9.01(a) of Form 8-K will be filed by amendment within 71 calendar days after the date this Current Report on Form 8-K must be filed.

(b) Pro Forma Financial Information

(1) The pro forma financial statements required by Item 9.01(b) of Form 8-K will be filed by amendment within 71 calendar days after the date this Current Report on Form 8-K must be filed.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Synchronoss Technologies, Inc. dated December 27, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SYNCHRONOSS TECHNOLOGIES, INC.

December 27, 2012

By:

/s/ Stephen G. Waldis

Name: Stephen G. Waldis

*Title: Chairman of the Board of Directors, and Chief
Executive Officer*



200 Crossing Blvd. 8th Floor Bridgewater, NJ 08807

Press Release:

Synchronoss Technologies Announces Acquisition of NewBay

BRIDGEWATER, NJ — December 27, 2012 — Synchronoss Technologies, Inc. (NASDAQ: SNCR), the mobile innovation company that provides activation and mobile content management solutions for connected devices, today announced that it has acquired NewBay, a wholly owned subsidiary of Research in Motion Limited. NewBay is a leader in cloud services, enabling mobile operators and service providers to deliver content experiences across connected devices such as smartphones, tablets, PC's and TV's. NewBay's cloud services are delivered to millions of user and stores billions of media files for live operator services around the world.

In consideration for the acquisition, Synchronoss paid \$55.5 million in cash to Research in Motion Limited, and there was no assumption of cash or debt. The transaction closed at the end of the fourth quarter of 2012.

“By adding NewBay’s technology assets and millions of subscribers, this transaction further establishes Synchronoss as the clear leader in providing cloud based mobile content services for mobile operators around the world. By combining our strengths, Synchronoss will deliver the most comprehensive, scalable and secure cloud platform, and we will significantly expand our early market share leadership position,” said Stephen G. Waldis, Chief Executive Officer of Synchronoss.

Waldis added, “We are excited to bolster our international presence through the acquisition of NewBay, including a major European mobile operator in the early stages of a significant planned expansion. Additionally, we welcome other international customers that will be new to Synchronoss. We believe that the combination of NewBay and Synchronoss will further ensure the success of the significant cloud services launch being prepared at Verizon Wireless, which remains on schedule.”

NewBay provides an open, white label software platform that powers cloud-based services for storing, sharing, accessing and organizing digital content across any Internet connected device. The company’s technology platform empowers customers to deliver user content services such as social networking, digital vault, photo and video albums, network address book, notification and converged messaging services. Synchronoss’ mobile content cloud platform will be able to leverage many capabilities developed by NewBay, including those related to illicit content protection, legal intercept, copyright, antivirus and transcoding among others. In addition, joint customers will benefit from Synchronoss’ proven track record of taking best-of-breed technologies and scaling them to the highest levels demanded by Tier 1 carriers in order to deliver a world class customer experience.

NewBay’s European customers include a group level implementation at Vodafone Group, in addition to Orange, Swisscom, T-Mobile; U.S. customers include AT&T, T-Mobile, Verizon and US Cellular; and AsiaPac customers include LG Electronics and Telstra.

Synchronoss expects the acquisition will be neutral to slightly accretive, on a non-GAAP basis, to its full year 2013 financial results. Non-GAAP results exclude stock-based compensation expense, amortization

of intangibles associated with acquisitions, non-recurring professional fees associated with closing acquisitions and the purchase accounting reduction to deferred revenue associated with acquired companies. Additionally, for GAAP purposes, Synchronoss expects to incur a restructuring charge in the first quarter of 2013 related to the acquisition of NewBay.

The company will provide additional financial details related to the NewBay acquisition on its fourth quarter 2012 financial results conference call, which is expected to occur in early February. At this time, the company will also provide revenue and profitability expectations, including contribution from NewBay, for both the first quarter and full year 2013. Additionally, Synchronoss plans to host its first analyst and investor day at the company's headquarters in New Jersey during mid-February. Details for both the fourth quarter financial results conference call and analyst and investor day will be issued in subsequent press releases.

About Synchronoss Technologies, Inc.

Synchronoss Technologies (NASDAQ: SNCR) is the mobile innovation company that provides software-based activation and mobile content management solutions for connected devices across the globe. The company's proven and scalable technology solutions allow customers to connect, synchronize and activate connected devices and services that empower enterprises and consumers to live in a connected world. For more information visit us at:

Web: www.synchronoss.com

Blog: <http://blog.synchronoss.com>

Twitter: <http://twitter.com/synchronoss>

This document may include certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts and statements identified by words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "aims" "outlook" or words of similar meanings. These statements are based on our current beliefs or expectations and are inherently subject to various risks and uncertainties, including those set forth under the caption "Risk Factors" in Synchronoss' Annual Report on Form 10-K for the year ended December 31, 2011 and other documents filed with the U.S. Securities and Exchange Commission. Actual results may differ materially from these expectations due to changes in global political, economic, business, competitive, market and regulatory factors. Synchronoss does not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise.

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SOURCE: Synchronoss Technologies, Inc.

Synchronoss Technologies, Inc.

Investor:

Brian Denyeau, 646-277-1251

investor@synchronoss.com

or

Media:

Stacie Hiras, 908-547-1260

Stacie.hiras@synchronoss.com
