
**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): **August 5, 2014**

SYNCHRONOSS TECHNOLOGIES, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000-52049
(Commission File No.)

06-159540
(IRS Employer Identification No.)

**200 Crossing Boulevard
Suite 800
Bridgewater, New Jersey 08807**
(Address of principal executive offices and 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 August 5, 2014, Synchronoss Technologies, Inc. (the “Company”) entered into a Consent Memorandum (the “Consent”) with respect to its Credit Agreement dated as of September 27, 2013 (the “Credit Agreement”) among the Company, JPMorgan Chase Bank, N.A., as Administrative Agent, and Wells Fargo Bank, National Association, as Syndication Agent, and the lenders party thereto (the “Lenders”). Under the terms of the Consent, the Lenders have, conditioned upon the filing of the Company’s Registration Statement on Form S-3, Registration No. 333-197871, agreed to waive compliance with certain covenants in the Credit Agreement in order to permit the Company’s incurrence of debt represented by the Notes (defined below). Certain of the Lenders may be underwriters or purchasers of the Notes.

Item 8.01 Other Events

On August 5, 2014, the Company issued a press release announcing that it proposes to offer, subject to market conditions and other factors, \$200.0 million aggregate principal amount of convertible senior notes due 2019 (the “Notes”). The Company also intends to grant to the underwriters of the Notes the option to purchase up to an additional \$30.0 million aggregate principal amount of Notes to cover over-allotments. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Synchronoss Technologies, Inc. dated August 5, 2014.

SIGNATURE

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

SYNCHRONOSS TECHNOLOGIES, INC.

Date: August 5, 2014

By: /s/ Stephen G. Waldis

Stephen G. Waldis

Chief Executive Officer and Chairman of the Board of Directors



200 Crossing Boulevard, Bridgewater, NJ 08807

Synchronoss Technologies, Inc. to Offer \$200.0 Million of Convertible Senior Notes

Press Release:

BRIDGEWATER, N.J., August 5, 2014 — Synchronoss Technologies, Inc. (NASDAQ: SNCR), a mobile innovation leader that provides cloud solutions and software-based activation for connected devices across the globe, today announced that it proposes to offer \$200.0 million aggregate principal amount of convertible senior notes due 2019 in an underwritten public offering, subject to market conditions and other factors. The Company also expects to grant to the underwriters of the notes an option to purchase up to an additional \$30.0 million aggregate principal amount of notes to cover over-allotments.

The notes will be unsecured, unsubordinated obligations of the Company, and interest will be payable semi-annually. The notes will be convertible into shares of the Company's common stock at any time prior to the close of business on the second scheduled trading day preceding the maturity date. The interest rate, conversion rate and other terms of the notes are to be determined by negotiations between the Company and the underwriters. Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC are acting as joint book-running managers for the offering.

The Company expects to use the net proceeds of the note offering to repay a portion or all of the Company's outstanding indebtedness under its revolving credit facility, and for general corporate purposes, including potential acquisitions and strategic transactions.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities (including the shares of the Company's common stock, if any, into which the notes are convertible) and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

The offering is being made pursuant to a registration statement (including a prospectus for the offering) filed with the U.S. Securities and Exchange Commission (the "SEC") on August 5, 2014. Before you invest, you should read the prospectus in that registration statement and the other documents the issuer has filed with the SEC for more complete information about the issuer and the offering. You may get these documents for free by visiting EDGAR on the SEC's website at www.sec.gov. Alternatively, a copy of the prospectus may be obtained from Credit Suisse Securities (USA) LLC, Credit Suisse Prospectus Department, One Madison Avenue, New York, NY 10010, tel: 1-800-221-1037, email newyork.prospectus@credit-suisse.com, or J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, LLC, 1155 Long Island Avenue, Edgewood, NY 11717, tel: 1-866-803-9204.

Cautionary Statement:

The statements in this release relating to the terms and timing of the proposed offering and the expected use of proceeds from the offering are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to, whether or not the Company will offer the notes or consummate the offering, the final terms of the offering, prevailing market conditions, the anticipated principal amount of the notes, which could differ based upon market conditions, the anticipated use of the proceeds of the offering, which could change as a result of market conditions or for other reasons, and the impact of general economic, industry or political conditions in the United States or internationally. Factors that could cause such differences are described under the heading "Risk Factors" contained in the

Company's registration statement filed with the SEC on August 5, 2014 related to the offering and the risks discussed in the Company's periodic filings with SEC.

You are cautioned not to place undue reliance on the Company's forward-looking statements, which speak only as of the date such statements are made. The Company does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after this August 5, 2014 press release, or to reflect the occurrence of unanticipated events.

About Synchronoss Technologies, Inc.

Synchronoss Technologies, Inc. (NASDAQ:SNCR), is a mobile innovation leader that provides cloud solutions and software-based activation 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: www.synchronoss.com.

The Synchronoss logo and Synchronoss are trademarks of Synchronoss Technologies, Inc. All other trademarks are property of their respective owners.

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