

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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

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

1. Name and Address of Reporting Person* <u>ABS VENTURES VIL P</u>  (Last) (First) (Middle) <u>890 WINTER STREET, SUITE 225</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SYNCHRONOSS TECHNOLOGIES</u> <u>INC [ SNCR ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2007</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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								3,751,830	D <sup>(1)</sup>	
Common Stock								41,274	I	See Footnote <sup>(2)</sup>
Common Stock	01/03/2007		A		3,586	A	\$0 <sup>(7)</sup>	3,586	I	See Footnote <sup>(3)(4)</sup>

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					
Stock Option (Right to Buy)	\$14	01/03/2007		A		10,000	<sup>(5)</sup>	01/03/2017	Common Stock 10,000	\$0	10,000	I	See Footnote <sup>(3)</sup>
Stock Option (Right to Buy)	\$14	01/03/2007		A		10,000	<sup>(6)</sup>	01/03/2017	Common Stock 10,000	\$0	10,000	I	See Footnote <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>ABS VENTURES VIL P</u>  (Last) (First) (Middle) <u>890 WINTER STREET, SUITE 225</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)
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## 1. Name and Address of Reporting Person\*

Burgess R William JR

(Last) (First) (Middle)

890 WINTER STREET, SUITE 225

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

GRAYSON BRUNS H

(Last) (First) (Middle)

890 WINTER STREET, SUITE 225

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

## 1. Name and Address of Reporting Person\*

Calvert Capital IV L.L.C.

(Last) (First) (Middle)

890 WINTER STREET, SUITE 225

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

**Explanation of Responses:**

1. Shares held by ABS Ventures VI L.P. through its wholly owned subsidiary ABS Ventures VI L.L.C. Calvert Capital IV L.L.C., the general partner of ABS Ventures VI L.P., and Bruns H. Grayson and R. William Burgess Jr., the Managers of Calvert Capital IV L.L.C., share voting and dispositive power over shares held by ABS Ventures VI L.P. and its subsidiary. Messrs. Grayson and Burgess disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein.

2. Shares held by ABS Investors L.L.C. Mr. Grayson is the Senior Manager of ABS Investors L.L.C. and has voting and dispositive power over all shares held by such entity. Mr. Grayson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

3. Securities were assigned by Scott Yaphe, a director of the Issuer and member of Calvert Capital IV L.L.C., to Calvert Capital Management Company. Messrs. Grayson and Burgess are officers, directors and shareholders of such entity and share voting and dispositive power over the shares held by such entity. Mr. Yaphe does not have voting or dispositive control over securities held by such entity and Mr. Yaphe disclaims beneficial ownership of such securities other than to the extent of his pecuniary interest therein.

4. Represents restricted shares of the Issuer's common stock. The restricted stock vests as to 1/3rd of the shares on May 30, 2007 if Mr. Yaphe is then a director of the issuer and vests as to an additional 1/36th of the shares as Mr. Yaphe completes each month of continuous service thereafter.

5. The option shall become exercisable as to 1/12th of the total number of shares subject to the option on February 3, 2007 if Mr. Mr. Yaphe is then a director of the Issuer and vests as to an additional 1/12th of the shares subject to the option as Mr. Yaphe completes each month of continuous service thereafter.

6. The option shall become exercisable as to 1/3rd of the total number of shares subject to the option on May 30, 2007 if Mr. Yaphe is then a director of the Issuer and vests as to an additional 1/36th of the shares subject to the option as Mr. Yaphe completes each month of continuous service thereafter.

7. N/A

/s/ Bruns H. Grayson01/05/2007

\*\* 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.

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