

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

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Yaphe Scott</u> (Last) (First) (Middle) <u>890 WINTER STREET</u> <u>SUITE 225</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)			<u>SYNCHRONOSS TECHNOLOGIES</u> <u>INC [SNCR]</u>		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year)			
			06/20/2006			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

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	06/20/2006		C		3,793,104	A	\$0 ⁽¹⁾	3,793,104	I	See Footnote ⁽²⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	06/20/2006		C			3,793,104	(3)	(3)	Common Stock	3,793,104	\$0	0	D ⁽³⁾	
Stock Option (Right to Buy)	\$8.98							(4)	02/10/2016	Common Stock	25,000		25,000	I	See Footnote ⁽⁵⁾

Explanation of Responses:

- Preferred stock automatically converted upon the consummation of the Issuer's initial public offering on a one-for-one basis.
- Consists of (1) 3,751,830 shares held by ABS Ventures VI L.P., through its wholly-owned subsidiary ABS Ventures VI L.L.C., and (2) 41,274 shares held by ABS Investors L.L.C. Mr. Yaphe is a member of Calvert Capital IV L.L.C., the general partner of ABS Ventures VI L.P., and a member of ABS Investors L.L.C. but does not have voting or dispositive control over shares held by any such entity. Mr. Yaphe disclaims beneficial ownership of the shares held by such entities, other than to the extent of his pecuniary interest therein.
- Not applicable.
- The shares underlying the option are subject to a right of repurchase in favor of Issuer. This right of repurchase shall lapse with respect to the first 33% of the shares when the Reporting Person completes 12 months of continuous service after February 10, 2006. The right of repurchase shall lapse 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.
- Option was assigned by Mr. Yaphe to Calvert Capital Management Company. 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.

/s/ Scott Yaphe

06/22/2006

** 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.