

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): **November 15, 2017**

**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**  
(IRS Employer  
Identification No.)

**200 Crossing Boulevard, 8th Floor**  
**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As expected, on November 15, 2017 Synchronoss Technologies, Inc. (the "Company") received a letter from the Staff of the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that since it remains delinquent in filing its Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2017, June 30, 2017 and September 30, 2017, it has not regained compliance with Nasdaq Listing Rule 5250(c) (1) (the "Rule"), which requires timely filing of periodic reports with the Securities and Exchange Commission (the "SEC"). Previously, Nasdaq granted the Company an extension until November 13, 2017 to file all delinquent periodic reports. As described in the letter, as a result of the continued delinquency, the Company's common stock is subject to delisting unless the Company timely requests a hearing before a Nasdaq Hearings Panel (the "Panel").

The Company intends to timely request a hearing before the Panel to present its plan for regaining compliance with the Rule and request continued listing pending its return to compliance.

The Notice has no immediate effect on the listing of the Company's common stock and the common stock will continue to trade uninterrupted under its current trading symbol, "SNCR," on the Nasdaq Global Select Market.

The Company issued a press release on November 20, 2017 disclosing receipt of the letter, a copy of which is attached hereto as Exhibit 99.1.

### Forward-Looking Statements

Certain statements either contained in or incorporated by reference into this report, are "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," "outlook" or words of similar meanings. These statements are based on our current expectations and beliefs and various assumptions. There can be no assurance that we will realize these expectations or that these beliefs will prove correct. Examples of forward-looking statements include, but are not limited to, statements we make regarding the timing of the filing of the Company's Quarterly Reports on Form 10-Q for the periods ended March 31, 2017, June 30, 2017 and September 30, 2017. Numerous factors, many of which are beyond our control, could cause actual results to differ materially from those expressed as forward-looking statements. These factors include, but are not limited to, risks associated with fluctuations in our financial and operating results; integration of our Intralinks business and execution of our cost reduction plan; our substantial level of debt and related obligations, including interest payments, covenants and restrictions; uncertainty regarding increased business and renewals from existing customers; the dependence of our Intralinks business on the volume of financial and strategic business transactions; disruptions to the implementation of our strategic priorities and business plan caused by changes in our senior management team; customer renewal rates and attrition; customer concentration; our ability to maintain the security and integrity of our systems; foreign currency exchange rates; the financial and other impact of previous and future acquisitions; competition in the enterprise and mobile solutions markets; our ability to retain and motivate employees; technological developments; litigation and disputes and the costs related thereto; unanticipated changes in our effective tax rate; uncertainties surrounding domestic and global economic conditions; other factors that are described in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the Company's Annual Report on Form 10-K for the year ended December 31, 2016, which is on file with the SEC and available on the SEC's website at [www.sec.gov](http://www.sec.gov). The Company does not undertake any obligation to update any forward-looking statements contained in this press release as a result of new information, future events or otherwise.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release of Synchronoss Technologies, Inc. dated November 20, 2017.</a>

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### SIGNATURE

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.

Date: November 20, 2017

**SYNCHRONOSS TECHNOLOGIES, INC.**

By: /s/ Lawrence R. Irving  
Name: Lawrence R. Irving  
Title: Chief Financial Officer

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**Synchronoss Technologies Receives Anticipated Nasdaq Letter; Intends to Request Hearing**

BRIDGEWATER, N.J. — November 20, 2017 — Synchronoss Technologies, Inc. (“Synchronoss” or the “Company”) (Nasdaq: SNCR), a global leader and innovator of cloud, messaging and digital transformation products, today announced that it has received an anticipated letter from the Listing Qualifications Department of The Nasdaq Stock Market (“Nasdaq”) stating that, unless the Company requests a hearing before the Nasdaq Hearings Panel (the “Panel”) by November 22, 2017, the Company’s common stock is subject to suspension and delisting procedures based upon its inability to maintain compliance with Nasdaq’s filing requirement, as set forth in Listing Rule 5250(c)(1) (the “Rule”).

Nasdaq’s staff determination letter was issued in accordance with standard Nasdaq procedures due to the delayed filing of the Company’s Forms 10-Q for the quarters ended March 31, June 30 and September 30, 2017 with the Securities and Exchange Commission (the “SEC”).

Synchronoss intends to timely request a hearing before the Panel. A hearing request will automatically stay the suspension and delisting of the Company’s common stock for a period of 15 days. The stay may be extended at the option of the Panel upon the Company’s request. Concurrent with the hearing request, the Company intends to ask the Panel for an extension pending the issuance of the Panel’s decision following the hearing.

At the hearing, the Company will present its plan to regain compliance with the Rule and will request the continued listing of its common stock on Nasdaq while it works to become current in its periodic public filings with the SEC. Under the Nasdaq Listing Rules, the Panel may, in its discretion, determine to continue the Company’s listing pursuant to an exception for a maximum of 180 calendar days from the date of the Nasdaq delisting notice. There can be no assurance that the Panel will grant the Company’s request.

**About Synchronoss Technologies, Inc.**

Synchronoss (Nasdaq: SNCR) is an innovative software company that helps both service providers and enterprises realize and execute their goals for mobile transformation now. Our simple, powerful and flexible solutions serve millions of mobile subscribers and a large portion of the Fortune 500 worldwide today. For more information, visit us at [www.synchronoss.com](http://www.synchronoss.com).

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