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): July 6, 2010

SYNCHRONOSS TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	000-52049	06-1594540
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

750 Route 202 South, Suite 600, Bridgewater, New Jersey	08807
(Address of principal executive offices)	(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))

Item 1.01 Entry into a Material Definitive Agreement.

On July 6, 2010, Synchronoss Technologies, Inc. ("Synchronoss"), Echo Merger Sub, Inc., a wholly owned subsidiary of Synchronoss ("Merger Sub"), FusionOne, Inc. ("FusionOne") and a representative of the stockholders of FusionOne entered into an Agreement and Plan of Merger pursuant to which, upon the terms and subject to the conditions set forth therein: (a) Merger Sub will merge with and into FusionOne (the "Merger"), with FusionOne continuing as the surviving corporation and as a wholly owned subsidiary of Synchronoss; and (b) Synchronoss will: (i) acquire all of the outstanding securities of FusionOne; (ii) make payments at closing totaling approximately $40 million, comprised of approximately $32 million in cash and approximately $8 million in stock; and (iii) potentially make payments totaling up to $35 million in cash and stock based on achievement of certain financial targets for the period from July 1, 2010 through December 31, 2011. The closing of the Merger is subject to customary closing conditions. The parties intend to consummate the Merger as soon as practicable and currently anticipate that the closing will occur in July 2010.

The press release announcing the Merger, dated July 7, 2010, is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

Exhibit 99.1 Press Release dated July 7, 2010.

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.

July 7, 2010   By: */s/ Stephen G. Waldis*

Name: Stephen G. Waldis
Title: Chief Executive Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated July 7, 2010

Exhibit 99.1

750 Route 202 South Suite 600 Bridgewater, NJ 08807

Press Release:

SYNCHRONOSS TECHNOLOGIES, INC. ANNOUNCES

AGREEMENT TO ACQUIRE FUSIONONE, INC.

Addition of Mobile Synchronization Software Enables the Most Powerful Mobility Experience

BRIDGEWATER, NJ – July 7, 2010 – Synchronoss Technologies, Inc. (NASDAQ: SNCR), the leading global provider of on-demand transaction management software platforms, today announced that it has entered into an agreement to acquire privately-held FusionOne, Inc., the established leader in mobile content transfer and synchronization technology. Upon closing of the acquisition, Synchronoss will pay approximately $40 million, consisting of approximately $32 million in cash and approximately $8 million in Synchronoss stock. Synchronoss may also pay up to an additional $35 million in cash and stock based on FusionOne's business achieving certain performance targets through 2011. Synchronoss expects the transaction to close during July 2010.

Stephen G. Waldis, President and Chief Executive Officer of Synchronoss, said "As connected devices continue to become a more important part of everyday life for consumers and business professionals, OEMs and carriers need to address the challenge of mobile content transfer and synchronization at the point of activation in order to retain and grow their subscriber base and revenue streams. The combination of FusionOne's capabilities with Synchronoss' industry leading ConvergenceNow Plus+ platform creates the most comprehensive and powerful mobility customer experience available in the market."

FusionOne is the established leader in mobile content transfer and synchronization software enabling end users the ability to make their content truly mobile across different types of devices. FusionOne launched the industry's first fully automated mobile content backup service and during its history the company has automated the mobile data synchronization process for millions of subscribers on a global basis. The company's technology vision and leadership is reinforced by over 40 issued and pending patents related to mobile content transfer and synchronization services, and it has built out support for over 600 handset models ported across all major mobile platforms. FusionOne has sold subscription services and licenses to many communication service providers, including Verizon Wireless, Cellular South, CenturyLink, Bell Mobility and AT&T among others.

Synchronoss believes its acquisition of FusionOne is compelling for a number of reasons, including:

- Acceleration of Synchronoss' overall connected devices growth strategy
- Highly synergistic extension to Synchronoss' value proposition
- Proven, scalable platform and strong intellectual property portfolio
- Advancement of Synchronoss' customer diversification efforts
- Further expansion of Synchronoss' value proposition in the retail channel
- Attractive financial characteristics

Synchronoss expects the transaction to be at least neutral to its non-GAAP results for 2010, and to be accretive in 2011. Excluding the anticipated purchase accounting reduction to FusionOne's deferred revenue, Synchronoss currently expects FusionOne to contribute approximately $8 million to $10 million to the company's non-GAAP revenue in the second half of 2010. Management will provide updated 2010 guidance that includes the expected financial impact of FusionOne when it announces second quarter 2010 financial results.

Upon completion of the acquisition, Synchronoss non-GAAP results will exclude stock-based compensation expense, in addition to amortization of intangibles associated with acquisitions, non-recurring professional fees associated with closing acquisitions, acquisition-related earn-out compensation and consideration and the purchase accounting reduction to deferred revenue associated with acquired companies.

Mike Mulica, Chief Executive Officer of FusionOne, said "Our customers and prospects have increasingly shared their desire to have mobile content transfer and synchronization technology as a core and integrated component of their activation process. We are at the early stages of rapid growth in the connected device market, and our combined organization and platform capabilities position us well to capitalize on this tremendous opportunity. Today's announcement is great news for our respective customers, prospects and employees, and I look forward to helping our combined organization realize its full potential."

Conference Call Details

In conjunction with this announcement, Synchronoss will host a conference call today, July 7, 2010, at 8:30 a.m. (EDT). To access this call, dial 800-237-9752 (domestic) or 617-847-8706 (international). The pass code for the call is 39014062. Additionally, a live web cast of the conference call will be available on the "Investor Relations" page on the company's web site www.synchronoss.com.

Following the conference call, a replay will be available at 888-286-8010 (domestic) or 617-801-6888 (international). The replay pass code is

50984919. An archived web cast of this conference call will also be available on the "Investor Relations" page of the company's web site, www.synchronoss.com.

About Synchronoss Technologies, Inc.
Synchronoss Technologies (NASDAQ: SNCR) is the leading global provider of on-demand transaction management technology. The company's ConvergenceNow®, ConvergenceNow® Plus+™ and InterconnectNow™ technology platforms enable communication service providers, cable operators, retailers/e-tailers and OEMs to automate subscriber activation, order management and provisioning of connected devices, across any network from any distribution channel. For more information visit us at:

Web: www.synchronoss.com
Blog: http://blog.synchronoss.com
Twitter: http://twitter.com/synchronoss

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

About FusionOne, Inc.
FusionOne is the established leader in mobile content portability, helping mobile subscribers transfer their content between mobile devices and sharing their content with popular internet applications. FusionOne pioneered mobile phone content transfer and its products, including Handset Transfer Solution and Network Address Book, currently support millions of subscribers on many major carriers worldwide. Founded in 1998, FusionOne is headquartered in San Jose, California with an additional office in Tallinn, Estonia.

FusionOne is a trademark of FusionOne, Inc.

Non-GAAP Financial Measures

Synchronoss uses non-GAAP financial measures internally in analyzing its financial results and believes they are useful to investors, as a supplement to GAAP measures, in evaluating Synchronoss' ongoing operational performance. Synchronoss believes that the use of non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends, and in comparing its financial results with other companies in Synchronoss' industry, many of which present similar non-GAAP financial measures to investors.

Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. Investors are encouraged to review the reconciliation of these non-GAAP measures to their most directly comparable GAAP financial measures as detailed above.

Forward-looking Statements

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," "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, 2009 and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 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.

SOURCE: Synchronoss Technologies, Inc.

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