

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): **June 20, 2023 (June 14, 2023)**

Synchronoss Technologies, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40574
(Commission
File Number)

06-1594540
(IRS Employer
Identification No.)

200 Crossing Boulevard, 3rd 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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.0001 par value	SNCR	The Nasdaq Stock Market, LLC
8.375% Senior Notes due 2026	SNCR.L	The Nasdaq Stock Market, LLC

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the annual meeting of stockholders of Synchronoss Technologies, Inc. (the “Company”) held on June 14, 2023 (the “Annual Meeting”), the following proposals were submitted to the stockholders of the Company:

- Proposal 1: The election of two directors to serve as Class II directors until the Company’s 2026 annual meeting of stockholders and until their successors are duly elected and qualified or until their earlier death, resignation or removal.
- Proposal 2: The ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.
- Proposal 3: The approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers.
- Proposal 4: The approval, on a non-binding, advisory basis, of the frequency of future non-binding advisory votes to approve the compensation of the Company’s named executive officers.

For more information about the foregoing proposals, see the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on May 2, 2023 (the “Proxy Statement”). Of the 93,495,028 shares of the Company’s common stock entitled to vote at the Annual Meeting, 62,804,263 shares, or approximately 67.17%, were represented at the meeting in person or by proxy, constituting a quorum. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, in respect of each such proposal is set forth below:

Proposal 1: Election of Directors.

The Company’s stockholders elected the following directors to serve as Class I directors until the 2025 annual meeting of stockholders and until their successors are duly elected and qualified or until their earlier death, resignation or removal. The votes regarding the election of the directors were as follows:

Director	Votes For	Votes Withheld	Broker Non-Votes
Kristin S. Rinne	41,835,458	4,335,589	16,633,216
Martin F. Bernstein	43,917,439	2,253,608	

Proposal 2: Ratification of Appointment of Ernst & Young LLP.

The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The votes regarding this proposal were as follows:

Votes For	Votes Against	Votes Abstaining
62,297,426	297,672	209,165

Proposal 3: Advisory Vote on Executive Compensation.

The Company’s stockholders approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as described in the Proxy Statement. The votes regarding this proposal were as follows:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
43,907,639	1,905,834	357,574	16,633,216

Proposal 4: Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation.

The Company’s stockholders approved, on a non-binding, advisory basis, holding future stockholder advisory votes on the compensation of the Company’s named executive officers every one year. The votes regarding this proposal were as follows:

Votes for Every 1 Year	Votes for Every 2 Years	Votes for Every 3 Years	Votes Abstaining	Broker Non-Votes
44,540,340	95,634	324,745	1,210,328	None

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.

Date: June 20, 2023

Synchronoss Technologies, Inc.

/s/ Louis Ferraro

Name: **Louis Ferraro**

Title: **Chief Financial Officer**