
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):

February 9, 2009

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))
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Item 2.02 Results of Operations and Financial Condition.

On February 5, 2009, Synchronoss Technologies, Inc. (the "Company") issued a press release relating to its results of operations and financial condition for the quarter and year ended December 31, 2008. The Company's GAAP and non-GAAP financial results for the fourth quarter and the GAAP financial results for the full year ended December 31, 2008 were correctly reported in the press release. However, the fair value of stock-based compensation, net of tax for the year ended December 31, 2008, should have been reported in the press release as \$4,061,000, instead of \$6,947,000. This caused the Company's non-GAAP net income for the year ended December 31, 2008 to be reported as \$18,827,000 instead of \$15,941,000, and the Company's non-GAAP net income per share for the year ended December 31, 2008 to be reported as \$0.58 instead of \$0.50. A corrected version of the reconciliation of GAAP to non-GAAP financial measures included with the press release is attached as an exhibit to this Current Report on Form 8-K .

The information in Item 2.02 of this Current Report on Form 8-K and the exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act, except as expressly set forth by specific reference in such filing.

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.

February 9, 2009

By: *Stephen G. Waldis*

Name: Stephen G. Waldis
Title: Chief Executive Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Reconciliation of GAAP Non-GAAP Financial Measures

SYNCHRONOSS TECHNOLOGIES, INC

Reconciliation of GAAP to Non-GAAP Financial Measures
(in thousands, except per share data)

	Three Months Ended December 31,		Year Ended, December 31,	
	2008	2007	2008	2007
Non-GAAP financial measures and reconciliation:				
GAAP income from operations	\$ 4,238	\$10,485	\$18,031	\$33,836
Add: Fair value stock-based compensation	2,015	1,095	6,947	3,025
Non-GAAP income from operations	<u>\$ 6,253</u>	<u>\$11,580</u>	<u>\$24,978</u>	<u>\$36,861</u>
GAAP net income attributable to common stockholders	\$ 2,680	\$ 6,618	\$11,880	\$23,756
Add: Fair value stock-based compensation, net of tax	1,178	627	4,061	1,904
Non-GAAP net income	<u>\$ 3,858</u>	<u>\$ 7,245</u>	<u>\$15,941</u>	<u>\$25,660</u>
Diluted non-GAAP net income per share	<u>\$ 0.12</u>	<u>\$ 0.22</u>	<u>\$ 0.50</u>	<u>\$ 0.77</u>
Shares used in per share calculation	<u>30,982</u>	<u>33,658</u>	<u>32,187</u>	<u>33,375</u>