

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>ABS VENTURES VI L P</u>  (Last) (First) (Middle) 890 WINTER STREET SUITE 225  (Street) WALTHAM MA 02451  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/14/2006	3. Issuer Name and Ticker or Trading Symbol <u>SYNCHRONOSS TECHNOLOGIES INC [ SNCR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(2)	Common Stock	3,751,830 <sup>(3)</sup>	(4)	D <sup>(3)</sup>	
Series A Preferred Stock	(1)	(2)	Common Stock	41,274 <sup>(7)</sup>	(4)	I <sup>(7)</sup>	(7)
Stock Option (Right to Buy)	02/10/2006 <sup>(5)</sup>	02/10/2016	Common Stock	25,000	8.98	I <sup>(6)</sup>	(6)

1. Name and Address of Reporting Person* <u>ABS VENTURES VI L P</u>  (Last) (First) (Middle) 890 WINTER STREET SUITE 225  (Street) WALTHAM MA 02451  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Calvert Capital IV L.L.C.</u>  (Last) (First) (Middle) 890 WINTER STREET SUITE 225  (Street) WALTHAM MA 02451  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Burgess R William JR</u>  (Last) (First) (Middle) 890 WINTER STREET SUITE 225  (Street)
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(Street)	WALTHAM	MA	02451
(City)		(State)	(Zip)

**Explanation of Responses:**

1. Shares of Preferred Stock are immediately convertible, and may convert automatically in connection with the Issuer's initial public offering.
2. Not applicable.
3. Shares held by ABS Ventures VI L.P. through its wholly owned subsidiary ABS Ventures VI L.L.C. Calvert Capital IV L.L.C., the general partner of ABS Ventures VI L.P., and Bruns H. Grayson and R. William Burgess Jr., the Managers of Calvert Capital IV L.L.C., share voting and dispositive power over shares held by ABS Ventures VI L.P. and its subsidiary. Messrs. Grayson and Burgess disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein.
4. Each share of Series A Preferred Stock is convertible into one share Common Stock.
5. 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 subject to the option when the holder's designee to the Issuer's Board of Directors 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 such designee completes each month of service thereafter.
6. Option is held by Calvert Capital Management Company. Messrs. Grayson and Burgess are officers and shareholders of such entity, and share voting and dispositive power over the shares held by such entity. Each of Messrs. Grayson and Burgess disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein.
7. Shares held by ABS Investors L.L.C. Mr. Grayson is the Senior Manager of ABS Investors L.L.C. and has voting and dispositive power over all shares held by such entity. Mr. Grayson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

/s/ Bruns H. Grayson

06/14/2006

\*\* 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 5 (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.**