
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9 (Rule 14d-101)

Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934

INTRALINKS HOLDINGS, INC.

(Name of Subject Company)

INTRALINKS HOLDINGS, INC.

(Name of Persons Filing Statement)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

46118H104

(CUSIP Number of Class of Securities)

Ronald W. Hovsepian
President and Chief Executive Officer
Intralinks Holdings, Inc.
150 East 42nd Street, 8th Floor
New York, NY 10017
(212) 543-7700

(Name, address, and telephone numbers of person authorized to receive
notices and communications on behalf of the persons filing statement)

Copies to

Margaret A. Brown
Skadden, Arps, Slate, Meagher & Flom LLP
500 Boylston Street
Boston, Massachusetts 02116
(617) 573-4800

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Schedule 14D-9 filing consists of communications relating to the proposed acquisition of Intralinks Holdings, Inc. (the “**Company**”) by Synchronoss Technologies, Inc. (“**Parent**”) and GL Merger Sub, Inc., a wholly owned subsidiary of Parent (“**Merger Sub**”), pursuant to the terms of an Agreement and Plan of Merger, dated as of December 5, 2016, by and among the Parent, Merger Sub and the Company:

The following documents related to the proposed tender offer are attached as exhibits to this Schedule 14D-9: joint press release issued by the Company and Parent, dated December 6, 2016 (Exhibit 99.1); Company employee communication (Exhibit 99.2); Company all hands meeting slides (Exhibit 99.3); Company social media guidelines communication (Exhibit 99.4); customer and analyst email templates distributed to certain of the Company's employees on December 6, 2016 (Exhibit 99.5); customer slide presentation distributed to certain of the Company's employees on December 6, 2016 (Exhibit 99.6).

Important Information for Investors and Securityholders

The tender offer for the outstanding common stock of the Company has not yet commenced. The communication materials referenced above do not constitute an offer to buy or the solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of Company common stock will be made only pursuant to an offer to purchase and related materials that Parent and Merger Sub intend to file with the U.S. Securities and Exchange Commission (the “**SEC**”). If the tender offer is commenced, Parent and Merger Sub will file a Tender Offer Statement on Schedule TO with the SEC, and thereafter the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. **The Tender Offer Statement on Schedule TO (including an offer to purchase, a related letter of transmittal and other offer documents) and the Solicitation/Recommendation Statement on Schedule 14D-9 will contain important information that should be read carefully and considered before any decision is made with respect to the tender offer.** These materials will be sent free of charge to Company stockholders when available, and may also be obtained by contacting the Company's Investor Relations Department at 150 E. 42nd Street, 8th Floor, New York, NY 10017, (617) 607-3957 or dridlon@intralinks.com. In addition, all of these materials (and all other tender offer documents filed with the SEC) will be available at no charge from the SEC through its website at www.sec.gov.

Forward Looking Statements

Forward-looking statements made herein with respect to the tender offer and related transactions, including, for example, the timing of the completion of the merger or the potential benefits of the merger, reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, the Company's actual results may differ materially from its expectations or projections.

The following factors, among others, could cause actual plans and results to differ materially from those described in forward-looking statements. Such factors include, but are not limited to, the effect of the announcement of the tender offer and related transactions on the Company's business relationships (including, without limitation, partners and customers), operating results and business generally; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, and the risk that the merger agreement may be terminated in circumstances that require the Company to pay a termination fee of \$24,618,000; the outcome of any legal proceedings that may be instituted against the Company related to the transactions contemplated by the merger agreement, including the tender offer and the merger; uncertainties as to the number of stockholders of the Company who may tender their stock in the tender offer; the failure to satisfy other conditions to consummation of the tender offer or the merger, including the receipt of regulatory approvals related to the merger (and any conditions, limitations or restrictions placed on these approvals); the failure of Parent to consummate the necessary financing arrangements; risks that the tender offer and related transactions disrupt current plans and operations and the potential difficulties in employee retention as a result of the proposed transactions; the effects of local and national economic, credit and capital market conditions on the economy in general, and other risks and uncertainties; and those risks and uncertainties discussed from time to time in our other reports and other public filings with the SEC.

Additional information concerning these and other factors that may impact the Company's expectations and projections can be found in its periodic filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2015. The Company's SEC filings are available publicly on the SEC's website at www.sec.gov, on the Company's website at www.intralinks.com or upon request via email to dridlon@intralinks.com. The Company disclaims any obligation or undertaking to update or revise the forward-looking statements contained herein, whether as a result of new information, future events or otherwise.



200 Crossing Boulevard, Bridgewater, NJ 08807

**SYNCHRONOSS TECHNOLOGIES TO ACQUIRE INTRALINKS HOLDINGS
ACCELERATING STRATEGIC TRANSFORMATION**

Press Release:

- Synchronoss to acquire Intralinks Holdings, Inc. for \$13.00 per share or \$821 million in equity value
- Intralinks will be a major step towards significantly expanding the scale and scope of Synchronoss' transformation to attack the multi-billion dollar enterprise market opportunity
- Ron Hovsepian, Chief Executive Officer of Intralinks, is expected to be appointed as Chief Executive Officer of Synchronoss upon closing of the transaction with Synchronoss
- Stephen G Waldis, Founder and current Chief Executive Officer, will remain active in the company serving as Executive Chairman of the Board, driving strategy, product innovation and oversight for the transformation
- Synchronoss to divest a portion of its activation business to Sequential Technology International for \$146 million; strategic alternatives being pursued for remaining activation assets

BRIDGEWATER, NJ and NEW YORK, NY — December 6, 2016 - Synchronoss Technologies, Inc. (NASDAQ: SNCR) and Intralinks Holdings, Inc. (NYSE: IL) today announced that they have entered into a definitive agreement for Synchronoss to acquire Intralinks for approximately \$821 million in equity value. Under the terms of the agreement, Synchronoss will commence a cash tender offer to acquire all of the outstanding common stock of Intralinks for \$13.00 per share. The transaction, which was unanimously approved by the board of directors of both companies, is expected to close late in the first calendar quarter of 2017, subject to customary closing conditions. Ron Hovsepian, Chief Executive Officer of Intralinks, is expected to be appointed Chief Executive Officer of Synchronoss and join the Synchronoss Board of Directors upon closing of the transaction with Synchronoss' Founder and current Chief Executive Officer, Stephen G. Waldis will move into the role of active Executive Chairman of the Board.

In Intralinks' 20-year history, over 4.1 million business users across the world have used its secure, cloud-based platform, and it counts 99% of Fortune 1000 companies among its customers. To date, Intralinks has supported over \$31 trillion in high-stakes transactions, making the company a leader in the enterprise content collaboration market.

"Intralinks has established itself as a household name in the financial services world over the past 20 years, with a keen focus on growing its presence into the next generation secure content collaboration market over the coming years," said Stephen Waldis, Synchronoss' CEO. "This acquisition marks another major step in the transformation of Synchronoss to significantly expand the scale and scope of the company's enterprise initiatives and strong carrier relationships in attacking this multi-billion dollar market opportunity. Ron brings significant leadership experience and a history of successfully integrating companies into a single portfolio. I intend to stay active in the company, driving growth opportunities and continued developments on new product innovation. I am excited to be working closely with Ron to bring Synchronoss into its next chapter of growth".

“Our board of directors unanimously concluded that Synchronoss is the ideal strategic partner for Intralinks and also gives our employees and customers the opportunity to leverage Synchronoss’ deep relationships across the carrier space, cloud expertise, and strong partnerships in the financial services vertical,” said Ron Hovsepian, CEO of Intralinks. “Together with Synchronoss, we believe we can deploy enhanced enterprise and mobile solutions to our customers while opening up new enterprise distribution channels across the world.”

In conjunction with today’s announcement Synchronoss is also announcing an agreement to divest a portion of its activation business to Sequential Technology International, LLC for a total purchase price of \$146 million. As part of this transaction, Sequential Technology will purchase 70% of Synchronoss’ carrier activation business that is being divested, with Synchronoss retaining a 30% ownership piece which could be reduced during the course of 2017. Synchronoss is in the process of pursuing strategic alternatives for the remaining activation business assets.

Synchronoss expects to finance the Intralinks acquisition with its existing cash, proceeds from the Sequential Technology transaction, and \$900 million of new debt.

Given the expected closing in the first calendar quarter of 2017, Synchronoss expects the Intralinks transaction to have no impact to its fourth quarter financials. With the impact from the Sequential Technology divestiture and assuming a late first quarter 2017 close on the Intralinks deal, Synchronoss is giving initial 2017 revenue guidance of between \$810 million and \$820 million with pro forma EPS of between \$2.45 and \$2.60 for the combined entity. We are targeting \$40 million of combined synergies within the first year of closing the Intralinks deal.

The Intralinks transaction is subject to the satisfaction of customary closing conditions, including regulatory approval in the United States. Until the transaction closes, each company will continue to operate independently.

PJT Partners is serving as lead financial advisor. Goldman Sachs & Co. and Credit Suisse are providing debt financing commitments to Synchronoss and Goldman Sachs & Co. is also serving as financial advisor to Synchronoss. J.P. Morgan Securities LLC is serving as a financial advisor to Intralinks. Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP is acting as legal advisor to Synchronoss in connection with the Intralinks acquisition, and Simpson Thacher & Bartlett LLP is acting as legal advisor in connection with the debt financing to Synchronoss. Skadden, Arps, Slate, Meagher & Flom, LLP is acting as legal advisor to Intralinks in connection with the acquisition.

Conference Call

In conjunction with this announcement, Synchronoss will host a conference call on Tuesday, December 6, 2016, at 8:30 a.m. (ET) to discuss the company’s financial results. To access this call, dial 877-930-7767 (domestic) or 253-336-7416 (international). The pass code for the call is 33486699. 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 for a limited time at 855-859-2056 (domestic) or 404-537-3406 (international). The replay pass code is 42244350. 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, Inc. (NASDAQ: SNCR) is the leading innovator of cloud solutions, secure enterprise productivity and software-based activation for companies across the globe. The company’s proven, scalable and patented technology solutions allow customers to connect, synchronize and activate connected devices and services that empower enterprises and consumers to live in a connected world. For more information visit us at: www.synchronoss.com.

About Intralinks

Intralinks Holdings, Inc. (NYSE: IL) is a global content collaboration company that provides cloud-based solutions to control the sharing, distribution and management of high value content within and across organizations according to the highest-level of security and the most stringent compliance regulations. Over 90,000 clients, 99% of the Fortune 1000 companies, have depended on Intralinks to digitally transform and simplify critical business processes, and secure high-value information.

With a 20-year track record of enabling high-stakes transactions and business collaborations valued at more than \$31.3 trillion, Intralinks is a trusted provider of easy-to-use, enterprise strength, cloud-based collaboration technology. For more information, visit www.intralinks.com.

Forward-looking Statements

This press release contains forward-looking statements that involve risks and uncertainties. These forward-looking statements include statements regarding acquisition synergies and benefits to Synchronoss, the growth of the market and demand for Synchronoss' offerings, growth opportunities, the closing of the [divestiture], [debt financing] and acquisition and impact of such transactions, momentum in Synchronoss' business and momentum with the offerings discussed in this press release, potential growth of Synchronoss' business, product performance, the ability to successfully integrate the companies and their respective products, and the timing of the transaction. Although Synchronoss attempts to be accurate in making forward-looking statements, it is possible that future circumstances might differ from the assumptions on which such statements are based. Important factors that could cause results to differ materially from the statements herein include the following: general economic risks; execution risks with acquisitions; closing conditions; risks associated with sales not materializing based on a change in circumstances; disruption to sales following acquisitions; increasing competitiveness in the enterprise and mobile solutions market; ability to retain key personnel following the acquisition; the dynamic nature of the markets in which the companies operate; specific economic risks in different geographies, and among different customer segments; changes in foreign currency exchange rates; uncertainty regarding increased business and renewals from existing customers; uncertainties around continued success in sales growth and market share gains; failure to convert sales pipeline into final sales; risks associated with successful implementation of multiple integrated software products and other product functionality risks; execution risks around new product development and introductions and innovation; product defects; unexpected costs, assumption of unknown liabilities and increased costs for any reason; litigation and disputes and the potential cost, distraction and damage to sales and reputation caused thereby; market acceptance of new products and services; the ability to attract and retain personnel; changes in strategy; risks associated with management of growth; lengthy sales and implementation cycles, particularly in larger organizations; technological changes that make our products and services less competitive; risks associated with the adoption of, and demand for, our model in general and by specific customer segments; competition and pricing pressure; and the other risk factors set forth from time to time in Synchronoss' most recent Annual Report on Form 10-K, our most recent Quarterly Report on Form 10-Q and our other filings with the SEC, copies of which are available free of charge at the SEC's website at www.sec.gov or upon request from Synchronoss' investor relations department. All forward-looking statements herein reflect Synchronoss' opinions only as of the date of this release, and Synchronoss undertakes no obligation, and expressly disclaim any obligation, to update forward-looking statements herein in light of new information or future events.

Additional Information

In connection with the proposed acquisition of Intralinks, Synchronoss will commence a tender offer for the outstanding shares of Intralinks. The tender offer has not yet commenced. This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Intralinks, nor is it a substitute for the tender offer materials that Synchronoss and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender is commenced, Synchronoss and its acquisition subsidiary will file tender offer materials on Schedule TO, and Intralinks will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer. The tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) and the Solicitation/Recommendation Statement will contain important information. Holders of shares of Intralinks are urged to read these documents when they become available because they will contain important information that holders of Intralinks securities should consider before making any decision regarding tendering their securities. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of shares of Intralinks at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's web site at www.sec.gov.

Synchronoss and the Synchronoss logo are trademarks of Synchronoss Technologies, Inc. All other trademarks are property of their respective owners.

Forward Looking Statements — Intralinks Holdings, Inc.

Forward-looking statements made herein with respect to the tender offer and related transactions, including, for example, the timing of the completion of the merger the potential benefits of the merger, reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements.

Due to known and unknown risks, Intralinks Holdings, Inc.'s actual results may differ materially from its expectations or projections.

The following factors, among others, could cause actual plans and results to differ materially from those described in forward-looking statements. Such factors include, but are not limited to, the effect of the announcement of the tender offer and related transactions on Intralinks Holdings, Inc.'s business relationships (including, without limitation, partners and customers), operating results and business generally; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, and the risk that the merger agreement may be terminated in circumstances that require Intralinks Holdings, Inc. to pay a termination fee of \$24.6 million; the outcome of any legal proceedings that may be instituted against Intralinks Holdings, Inc. related to the transactions contemplated by the merger agreement, including the tender offer and the merger; uncertainties as to the number of stockholders of Intralinks Holdings, Inc. who may tender their stock in the tender offer; the failure to satisfy other conditions to consummation of the tender offer or the merger, including the receipt of all regulatory approvals related to the merger (and any conditions, limitations or restrictions placed on these approvals); the failure of Synchronoss Technologies, Inc. to consummate the necessary financing arrangements; risks that the tender offer and related transactions disrupt current plans and operations and the potential difficulties in employee retention as a result of the proposed transactions; the effects of local and national economic, credit and capital market conditions on the economy in general, and other risks and uncertainties; and those risks and uncertainties discussed from time to time in our other reports and other public filings with the Securities and Exchange Commission (the "SEC").

Additional information concerning these and other factors that may impact Intralinks Holdings, Inc.'s expectations and projections can be found in its periodic filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2015. Intralinks Holdings, Inc.'s SEC filings are available publicly on the SEC's website at www.sec.gov, on Intralinks Holdings, Inc.'s website at www.intralinks.com under the Investors section or upon request via email to dridlon@intralinks.com. Intralinks Holdings, Inc. disclaims any obligation or undertaking to update or revise the forward-looking statements contained herein, whether as a result of new information, future events or otherwise.

View source version on businesswire.com: <http://www.businesswire.com/news/home/20161206005590/en/>

Source: Synchronoss Technologies, Inc.

Synchronoss Technologies, Inc.

Investor and Media:

Daniel Ives, +1 908-524-1047

Daniel.ives@synchronoss.com

or

Intralinks Holdings, Inc.

Media Contact:

Doug Gordon, 617-357-3678

dgordon@intralinks.com

or

Investor Contact:

Dean Ridlon, 617-607-3957

dridlon@intralinks.com



Team,

We announced this morning that Intralinks is being acquired by Synchronoss Technologies, Inc. (NASDAQ: SNCR), a global leader in secure, managed mobility solutions for service providers and enterprises. I am very pleased with this acquisition, not only because it is a great opportunity to accelerate our growth, but also because it is a testament to our world-class technology and people. Please join me at 10:00am EST for an All Hands call when I will provide additional details.

In the meantime, here is why I believe that Synchronoss is the ideal strategic partner for Intralinks. Synchronoss brings to our market powerful secure mobility and identity platforms, as well as major enterprise partners such as Goldman Sachs and Verizon. By integrating Synchronoss' leading mobile capabilities with Intralinks' content collaboration platform, the combined company will be well positioned for the exciting market opportunities we see ahead of us.

I am very excited about this acquisition, and the scale, infrastructure and technology we will now be able to leverage. We are being acquired for our technology, customers, and the domain expertise of our people. As we integrate these two world-class companies, we should all look to each other and the new colleagues we will gain and harness this opportunity to accelerate our collective success.

You should receive a calendar invite soon, and I look forward to speaking with all of you on the All Hands call. In addition to a conference bridge, we have set up conference rooms in major offices for this call.

Sincerely,

Ron Hovsepien

IMPORTANT INFORMATION FOR INVESTORS AND SECURITY HOLDERS

The tender offer for the outstanding common stock of IntraLinks Holdings, Inc. (the "**Company**") has not yet commenced. This employee communication is not an offer to buy or the solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of Company common stock will be made only pursuant to an offer to purchase and related materials that Synchronoss Technologies, Inc. ("**Synchronoss**") and GL Merger Sub, Inc. ("**Merger Sub**") intend to file with the U.S. Securities and Exchange Commission (the "**SEC**"). If the tender offer is commenced, Synchronoss and Merger Sub will file a Tender Offer Statement on Schedule TO with the SEC, and thereafter the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. The Tender Offer Statement on Schedule TO (including an offer to purchase, a related letter of transmittal and other offer documents) and the Solicitation/Recommendation Statement on Schedule 14D-9 will contain important information that should be read carefully and considered before any decision is made with respect to the tender offer. These materials will be sent free of charge to Company stockholders when available, and may also be obtained by contacting the Company's Investor Relations Department at 150 E. 42nd Street, 8th Floor, New York, NY 10017, (617) 607-3957 or dridlon@intralinks.com. In addition, all of these materials (and all other tender offer documents filed with the SEC) will be available at no charge from the SEC through its website at www.sec.gov.



All Hands Call

Ron Hovsepian

December 6, 2016

IMPORTANT INFORMATION FOR INVESTORS AND SECURITY HOLDERS

The tender offer for the outstanding common stock of IntraLinks Holdings, Inc. (the "Company") has not yet commenced. These slides do not constitute an offer to buy or the solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of Company common stock will be made only pursuant to an offer to purchase and related materials that Synchronoss Technologies, Inc. ("Synchronoss") and GL Merger Sub, Inc. ("Merger Sub") intend to file with the U.S. Securities and Exchange Commission (the "SEC"). If the tender offer is commenced, Synchronoss and Merger Sub will file a Tender Offer Statement on Schedule TO with the SEC, and thereafter the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. **The Tender Offer Statement on Schedule TO (including an offer to purchase, a related letter of transmittal and other offer documents) and the Solicitation/Recommendation Statement on Schedule 14D-9 will contain important information that should be read carefully and considered before any decision is made with respect to the tender offer.** These materials will be sent free of charge to Company stockholders when available, and may also be obtained by contacting the Company's Investor Relations Department at 150 E. 42nd Street, 8th Floor, New York, NY 10017, (617) 607-3957 or driddlon@intralinks.com. In addition, all of these materials (and all other tender offer documents filed with the SEC) will be available at no charge from the SEC through its website at www.sec.gov.

Forward Looking Statements

Forward-looking statements made herein with respect to the tender offer and related transactions, including, for example, the timing of the completion of the merger the potential benefits of the merger, reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, Intralinks Holdings, Inc.'s actual results may differ materially from its expectations or projections.

The following factors, among others, could cause actual plans and results to differ materially from those described in forward-looking statements. Such factors include, but are not limited to, the effect of the announcement of the tender offer and related transactions on Intralinks Holdings, Inc.'s business relationships (including, without limitation, partners and customers), operating results and business generally; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, and the risk that the merger agreement may be terminated in circumstances that require Intralinks Holdings, Inc. to pay a termination fee of \$24.6 million; the outcome of any legal proceedings that may be instituted against Intralinks Holdings, Inc. related to the transactions contemplated by the merger agreement, including the tender offer and the merger; uncertainties as to the number of stockholders of Intralinks Holdings, Inc. who may tender their stock in the tender offer; the failure to satisfy other conditions to consummation of the tender offer or the merger, including the receipt of all regulatory approvals related to the merger (and any conditions, limitations or restrictions placed on these approvals); the failure of Synchronoss Technologies, Inc. to consummate the necessary financing arrangements; risks that the tender offer and related transactions disrupt current plans and operations and the potential difficulties in employee retention as a result of the proposed transactions; the effects of local and national economic, credit and capital market conditions on the economy in general, and other risks and uncertainties; and those risks and uncertainties discussed from time to time in our other reports and other public filings with the Securities and Exchange Commission (the "SEC").

Additional information concerning these and other factors that may impact Intralinks Holdings, Inc.'s expectations and projections can be found in its periodic filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2015. Intralinks Holdings, Inc.'s SEC filings are available publicly on the SEC's website at www.sec.gov, on Intralinks Holdings, Inc.'s website at www.intralinks.com under the Investors section or upon request via email to driddlon@intralinks.com. Intralinks Holdings, Inc. disclaims any obligation or undertaking to update or revise the forward-looking statements contained herein, whether as a result of new information, future events or otherwise.

Synchronoss Overview

- Founded in 2000, with 2006 IPO (NASDAQ: SNCR)
- \$578M in 2015 revenue
- 2000+ employees in 15+ countries



AT&T



SoftBank

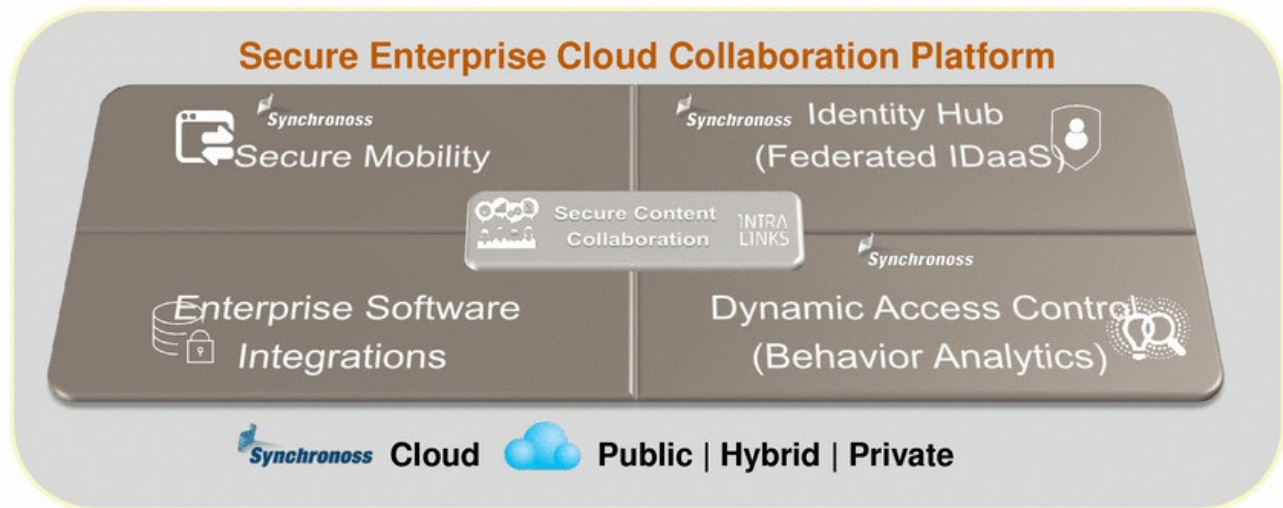


A global leader in managed mobility solutions, including:

- Mobile Content Transfer
- Broadband Services
- Analytics
- Personal Cloud and Messaging (white label)
- Universal ID
- Enterprise Mobility Platform





SNCR + Intralinks Combine to Create a Unique Secure Enterprise Cloud Collaboration Platform





Enables High Value Use Cases

 Life Sciences	 Financial Services
Benefits for Life Sciences/Pharma	Benefits for Financial Services/Investment Banking
<p>Benefits</p> <ul style="list-style-type: none">On Demand SolutionAny DeviceStrong Credentials / Digital SigningProtects and Tracks IPSecure Ecosystem	<p>Benefits</p> <ul style="list-style-type: none">Deal-Centric WorkflowSecure Application IntegrationSecure CommunicationsAccess to Proprietary Systems & DataRisk-based Access Control



Targeting Industries and Vertical Use Cases while Expanding Distribution Channels

INTRA LINKS

Direct

- Global coverage
- 3,000+ customers
- 150+ direct sellers
- Mature demand generation team



Synchronoss

Direct Carrier verizon[✓] Goldman Sachs ISVs & SIs

- Global coverage
- Massive indirect global Carrier channel
- Major Japan carrier presence growing
- Access to 3.5 billion global consumers
- Partnerships with Goldman Sachs, Verizon and others to attack global enterprise opportunity

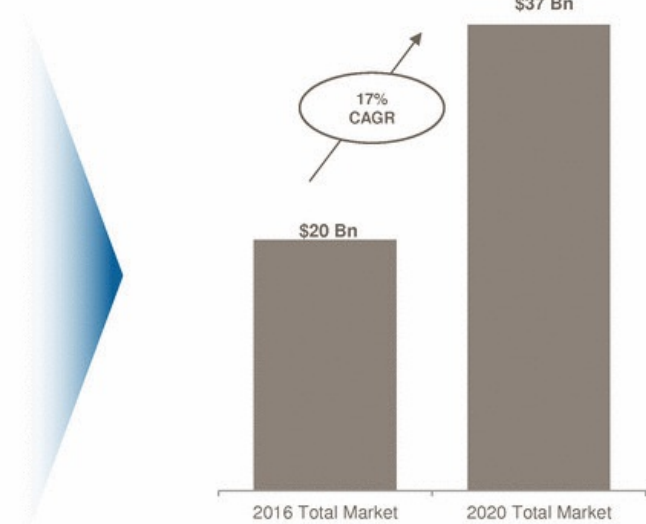
Go-to-market targeting global Industries

Fin. Serv. Life Sciences Healthcare Legal Pro Services Energy Hi-Tech Public Sector



Large Addressable Market for Enterprise Collaboration and Mobility Software

Markets Addressed
Collaboration & Enterprise Social
Enterprise Content Management
Enterprise Mobile Management
File Sync and Share
Governance, Risk, and Compliance
Virtual Data Rooms
Managed File Transfer



Source: KPMG and IDC

Enterprise Cross-Sell Opportunities

What Intralinks Brings to SNCR

- Enterprise secure collaboration platform
- Over 3,000 customers to cross-sell SNCR enterprise product offerings
- Recognized enterprise brand and go-to-market expertise
- Highly recurring, enterprise SaaS revenue
- Addressable market expansion for enterprise
- Strong European / international presence



What SNCR Brings to Intralinks

- Powerful secure mobility and Identity platforms
- 200 million cloud users to cross-sell IL collaboration products
- Ubiquitous carrier distribution
- Major enterprise partners in Goldman Sachs and Verizon to expand enterprise go-to-market
- Expertise in scalable virtualized cloud computing (more efficient CapEx)
- Major Asia / Japan market presence



Team,

As you are aware, we recently entered into a definitive merger agreement with Synchronoss Technologies, Inc. pursuant to which Synchronoss will acquire Intralinks Holdings, Inc. The closing of this transaction is subject to the receipt of regulatory approval and satisfaction of other required conditions and activities, including the completion of a tender offer and a merger.

As this transaction is not anticipated to close until Q1 2017, we are asking everyone at Intralinks to be sensitive when communicating information about this transaction publicly, including when publishing this news on your social media feeds. As always, it is important we only reiterate facts and publicly available information, all of which can be found in the press release that was issued announcing this transaction earlier today, a copy of which you can find [here](#). Please do not add any personal interpretation of the facts or guesses about future aspects of the combined company and please do not share any internal Intralinks communications or documents.

I also wanted to take this opportunity to remind you to ensure that your communications about this transaction and any other company business are in compliance with the confidentiality agreement between you and the company, as well as the company's Code of Business Conduct, Social Media Policy, Social Media Business Use Guidelines, Corporate Communications Policy and other policies that bear on communications. You can find copies of all of these policies on the [intranet](#).

If you want to share this news on social media, please feel free to use the following, which the marketing team has drafted for you to use:

Twitter:

[@Synchronoss](#) to acquire [@Intralinks](#), transforming each company's enterprise market opportunity #MnA <http://bit.ly/2g5Mko8>

LinkedIn:

Today we announced that we have entered into a definitive agreement with Synchronoss Technologies, under which Synchronoss will acquire Intralinks. We're excited about the opportunities this presents both companies. Read more here: <http://bit.ly/2g5HIOR>

If you have any questions on any of this, please reach out to Jolie Siegel, SVP, Deputy General Counsel, at (617) 574-5415 or jsiegel@intralinks.com or me at (617) 574-5456 or ssemel@intralinks.com.

Thank you for your co-operation.

Scott
EVP, General Counsel and Secretary

IMPORTANT INFORMATION FOR INVESTORS AND SECURITY HOLDERS

The tender offer for the outstanding common stock of IntraLinks Holdings, Inc. (the "**Company**") has not yet commenced. This employee communication is not an offer to buy or the solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of Company common stock will be made only pursuant to an offer to purchase and related materials that Synchronoss Technologies, Inc. ("**Synchronoss**") and GL Merger Sub, Inc. ("**Merger Sub**") intend to file with the U.S. Securities and Exchange Commission (the "**SEC**"). If the tender offer is commenced, Synchronoss and Merger Sub will file a Tender Offer Statement on Schedule TO with the SEC, and thereafter the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. **The Tender Offer Statement on Schedule TO (including an offer to purchase, a related letter of transmittal and other offer documents) and the Solicitation/Recommendation Statement on Schedule 14D-9 will contain important information that should be read carefully and considered before any decision is made with respect to the tender offer.** These materials will be sent free of charge to Company stockholders when available, and may also be obtained by contacting the Company's Investor Relations Department at 150 E. 42nd Street, 8th Floor, New York, NY 10017, (617) 607-3957 or dridlon@intralinks.com. In addition, all of these materials (and all other tender offer documents filed with the SEC) will be available at no charge from the SEC through its website at www.sec.gov.

Exhibit 99.5

Enterprise customer e-mail template

Subject: Synchronoss Technologies to acquire Intralinks Holdings

Dear [NAME],

I wanted to reach out directly to share the exciting news that Intralinks has signed a definitive agreement to be acquired by Synchronoss, a global leader in managed mobility solutions for service providers and enterprises. Founded in 2000, Synchronoss has 2000+ employees across more than 15 countries.

Intralinks and Synchronoss share a strong heritage in financial services, life sciences and other regulated and IP-intensive industries. Both companies also share extensive experience meeting exacting enterprise information security requirements.

Building on this common DNA, we see several important benefits for our customers from bringing Intralinks and Synchronoss together, including:

- Enhanced cloud identity and access management functionality
- Improved security and mobile capabilities from integrating with Synchronoss' secure mobile platform
- New global deployment and data location options, leveraging Synchronoss' existing datacenter footprint
- Access to an expanded ecosystem of partners on the combined platform

While we are very excited about the opportunity that this combination will bring, we want to let you know that there will be no immediate change in either your product or support experience.

Is there a time that works for you this week to discuss this further? In the meantime, please do not hesitate to contact me with any questions.

[NAME]

Advisory customer e-mail template

Subject: Synchronoss Technologies to acquire Intralinks Holdings

Dear [NAME],

I wanted to reach out directly to share the exciting news that Intralinks has signed a definitive agreement to be acquired by Synchronoss, a global leader in managed mobility solutions for service providers and enterprises. Founded in 2000, Synchronoss has 2000+ employees across more than 15 countries.

Intralinks and Synchronoss share a long heritage in financial services, as well as extensive experience meeting the exacting information security requirements of leading global financial institutions.

Building on this common DNA, we see several important benefits for our customers from bringing Intralinks and Synchronoss together, including:

- Improved security and mobile capabilities from integrating with Synchronoss' secure mobile platform
- New global deployment and data location options, leveraging Synchronoss' existing datacenter footprint
- Access to an expanded ecosystem of partners on the combined platform

Both Synchronoss and Intralinks remain fully committed to ongoing innovation in the M&A space and this combination represents an important step toward delivering both greater productivity and reduced risk across the deal process. That said, we wanted to let you know that there will be no immediate change in either your product or support experience.

Is there a time that works for you this week to discuss this further? In the meantime, please do not hesitate to contact me with any questions.

[NAME]

Analyst email template

Subject: Synchronoss Technologies to acquire Intralinks Holdings

Good afternoon,

I'm pleased to be reaching out to you to share the exciting news that Intralinks has entered into a definitive agreement to be acquired by Synchronoss Technologies.

Intralinks and Synchronoss share a strong heritage in financial services, life sciences and other regulated and IP-intensive industries. Both companies also share extensive experience meeting exacting enterprise information security requirements.

Building on this common DNA, we see several important benefits for our customers from bringing Intralinks and Synchronoss together, including:

- Enhanced cloud identity and access management functionality
- Improved security and mobile capabilities from integrating with Synchronoss' secure mobile platform
- New global deployment and data location options, leveraging Synchronoss' existing datacenter footprint
- Access to an expanded ecosystem of partners on the combined platform

For more information regarding the acquisition announcement, please be sure to refer to this morning's press release, which can be found here: [Synchronoss Technologies to acquire Intralinks Holdings](#). If you have further questions please do not hesitate to contact me directly.

Best Regards,

[NAME]

IMPORTANT INFORMATION FOR INVESTORS AND SECURITY HOLDERS

The tender offer for the outstanding common stock of IntraLinks Holdings, Inc. (the “**Company**”) has not yet commenced. These email templates do not constitute an offer to buy or the solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of Company common stock will be made only pursuant to an offer to purchase and related materials that Synchronoss Technologies, Inc. (“**Synchronoss**”) and GL Merger Sub, Inc. (“**Merger Sub**”) intend to file with the U.S. Securities and Exchange Commission (the “**SEC**”). If the tender offer is commenced, Synchronoss and Merger Sub will file a Tender Offer Statement on Schedule TO with the SEC, and thereafter the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. **The Tender Offer Statement on Schedule TO (including an offer to purchase, a related letter of transmittal and other offer documents) and the Solicitation/Recommendation Statement on Schedule 14D-9 will contain important information that should be read carefully and considered before any decision is made with respect to the tender offer.** These materials will be sent free of charge to Company stockholders when available, and may also be obtained by contacting the Company’s Investor Relations Department at 150 E. 42nd Street, 8th Floor, New York, NY 10017, (617) 607-3957 or dridlon@intralinks.com. In addition, all of these materials (and all other tender offer documents filed with the SEC) will be available at no charge from the SEC through its website at www.sec.gov.



Synchronoss Update

NAME

DATE

IMPORTANT INFORMATION FOR INVESTORS AND SECURITY HOLDERS

The tender offer for the outstanding common stock of IntraLinks Holdings, Inc. (the "Company") has not yet commenced. These slides do not constitute an offer to buy or the solicitation of an offer to sell any securities. The solicitation and the offer to buy shares of Company common stock will be made only pursuant to an offer to purchase and related materials that Synchronoss Technologies, Inc. ("Synchronoss") and GL Merger Sub, Inc. ("Merger Sub") intend to file with the U.S. Securities and Exchange Commission (the "SEC"). If the tender offer is commenced, Synchronoss and Merger Sub will file a Tender Offer Statement on Schedule TO with the SEC, and thereafter the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. **The Tender Offer Statement on Schedule TO (including an offer to purchase, a related letter of transmittal and other offer documents) and the Solicitation/Recommendation Statement on Schedule 14D-9 will contain important information that should be read carefully and considered before any decision is made with respect to the tender offer.** These materials will be sent free of charge to Company stockholders when available, and may also be obtained by contacting the Company's Investor Relations Department at 150 E. 42nd Street, 8th Floor, New York, NY 10017, (617) 607-3957 or driddon@intralinks.com. In addition, all of these materials (and all other tender offer documents filed with the SEC) will be available at no charge from the SEC through its website at www.sec.gov.

Forward Looking Statements

Forward-looking statements made herein with respect to the tender offer and related transactions, including, for example, the timing of the completion of the merger the potential benefits of the merger, reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward-looking statements. Due to known and unknown risks, IntraLinks Holdings, Inc.'s actual results may differ materially from its expectations or projections.

The following factors, among others, could cause actual plans and results to differ materially from those described in forward-looking statements. Such factors include, but are not limited to, the effect of the announcement of the tender offer and related transactions on IntraLinks Holdings, Inc.'s business relationships (including, without limitation, partners and customers), operating results and business generally; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, and the risk that the merger agreement may be terminated in circumstances that require IntraLinks Holdings, Inc. to pay a termination fee of \$24.6 million; the outcome of any legal proceedings that may be instituted against IntraLinks Holdings, Inc. related to the transactions contemplated by the merger agreement, including the tender offer and the merger; uncertainties as to the number of stockholders of IntraLinks Holdings, Inc. who may tender their stock in the tender offer; the failure to satisfy other conditions to consummation of the tender offer or the merger, including the receipt of all regulatory approvals related to the merger (and any conditions, limitations or restrictions placed on these approvals); the failure of Synchronoss Technologies, Inc. to consummate the necessary financing arrangements; risks that the tender offer and related transactions disrupt current plans and operations and the potential difficulties in employee retention as a result of the proposed transactions; the effects of local and national economic, credit and capital market conditions on the economy in general, and other risks and uncertainties; and those risks and uncertainties discussed from time to time in our other reports and other public filings with the Securities and Exchange Commission (the "SEC").

Additional information concerning these and other factors that may impact IntraLinks Holdings, Inc.'s expectations and projections can be found in its periodic filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2015. IntraLinks Holdings, Inc.'s SEC filings are available publicly on the SEC's website at www.sec.gov, on IntraLinks Holdings, Inc.'s website at www.intralinks.com under the Investors section or upon request via email to driddon@intralinks.com. IntraLinks Holdings, Inc. disclaims any obligation or undertaking to update or revise the forward-looking statements contained herein, whether as a result of new information, future events or otherwise.

Synchronoss Overview

- Founded in 2000, with 2006 IPO (NASDAQ: SNCR)
- \$578M in 2015 revenue
- 2000+ employees in 15+ countries



AT&T



SoftBank

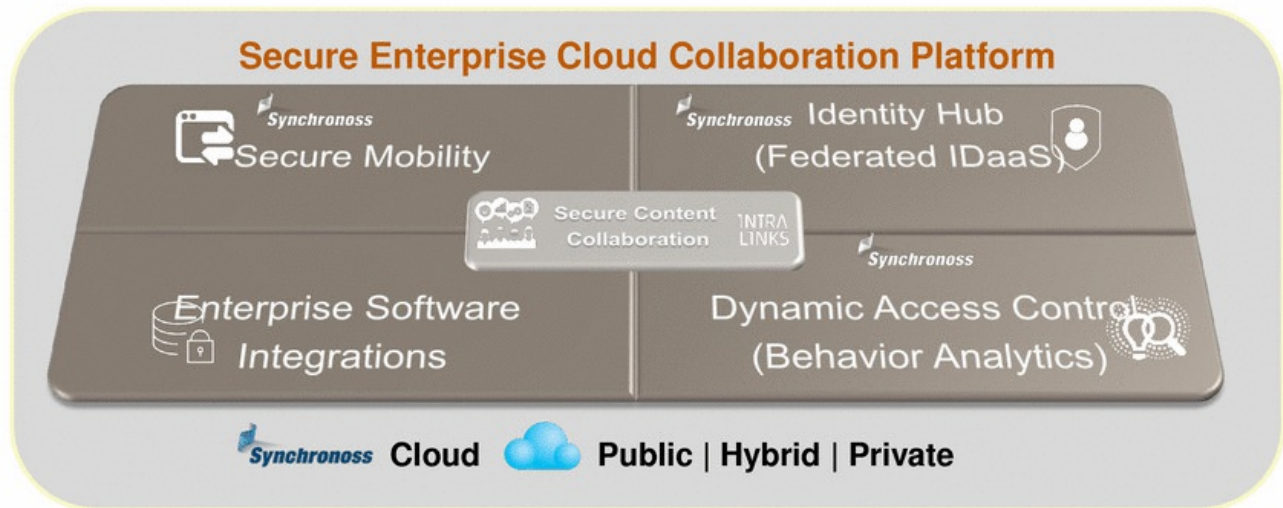


A global leader in managed mobility solutions, including:

- Mobile Content Transfer
- Broadband Services
- Analytics
- Personal Cloud and Messaging (white label)
- Universal ID
- Enterprise Mobility Platform



A Unique Secure Enterprise Cloud Collaboration Platform





Continued Focus on High Value Business Needs in Key Industries



Life Sciences

Benefits for Life Sciences/Pharma

Benefits

- On Demand Solution
- Any Device
- Strong Credentials / Digital Signing
- Protects and Tracks IP
- Secure Ecosystem



Financial Services

Benefits for Financial Services/Investment Banking

Benefits

- Deal-Centric Workflow
- Secure Application Integration
- Secure Communications
- Access to Proprietary Systems & Data
- Risk-based Access Control

