

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): **December 7, 2023 (December 6, 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, 8th 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	The Nasdaq Stock Market, LLC

Item 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 4, 2023, the stockholders of Synchronoss Technologies, Inc. (the "Company") approved proposals at a special meeting of stockholders (the "Special Meeting") amending the Company's Restated Certificate of Incorporation (as amended, the "Certificate of Incorporation"), to (i) effect a reverse stock split of the Company's common stock, \$0.0001 par value ("Common Stock"), at a ratio in the range of 1-for-5 to 1-to-20, and an associated reduction in the number of shares of Common Stock the Company is authorized to issue and (ii) to limit the liability of certain officers in limited circumstances. On December 4, 2023, the Company's Board of Directors (the "Board") approved a final split ratio of 1-for-9 (the "Reverse Stock Split"). Following such approvals, the Company filed an amendment to the Certificate of Incorporation (the "Certificate of Amendment") to effect the Reverse Stock Split and the limitation of liability of certain officers in limited circumstances with the Secretary of State of the State of Delaware on December 6, 2023. The Reverse Stock Split will become effective on December 11, 2023 at 12:01 a.m. Eastern Time (the "Effective Time"), and the Company's Common Stock will begin trading on a post-split basis under CUSIP number 87157B400. The Company's Common Stock will continue to trade on the Nasdaq Capital Market under the symbol "SNCR."

At the Effective Time, the Reverse Stock Split will be effected simultaneously for all shares of Common Stock, and will affect all holders of the Company's Common Stock uniformly and will not affect any stockholder's percentage ownership interests in the Company, except with respect to the treatment of fractional shares. At the Effective Time, the Company will not issue fractional shares for post-Reverse Stock Split shares in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive a fractional share of Common Stock will have such fractional share rounded up to the nearest whole share.

The foregoing description of the Certificate of Amendment is a summary of the material terms thereof, does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description	Filed Herewith
3.1	Certificate of Amendment of the Restated Certificate of Incorporation of Synchronoss Technologies, Inc.	x
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).	x

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: December 7, 2023

Synchronoss Technologies, Inc.

/s/ Louis Ferraro

Name: **Louis Ferraro**

Title: **Chief Financial Officer**

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF SYNCHRONOSS TECHNOLOGIES, INC.**
a Delaware corporation

(Pursuant to Section 242 of
The Delaware General Corporation Law)

Synchronoss Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law (the "DGCL"),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is Synchronoss Technologies, Inc. and that this corporation was originally incorporated pursuant to the DGCL on September 19, 2000 under the name Synchronoss Technologies, Inc.

SECOND: That a resolution was duly adopted on November 2, 2023, by the Board of Directors of the Corporation (the "Board") setting forth an amendment to the restated certificate of incorporation of the Corporation (the "Certificate of Incorporation"), as previously filed with the Secretary of State of the State of Delaware, and declaring said amendment to be advisable. The stockholders of the Corporation duly approved and adopted said proposed amendment at the special meeting of stockholders held on December 4, 2023. The proposed amendment, which has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware, is as follows:

The first paragraph of Article IV of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

The Corporation is authorized to issue two classes of stock to be designated common stock ("Common Stock") and preferred stock ("Preferred Stock"). The number of shares of Common Stock authorized to be issued is sixteen million six hundred sixty-six thousand six hundred sixty-seven (16,666,667), par value \$0.0001 per share, and the number of shares of Preferred Stock authorized to be issued is ten million (10,000,000), par value \$0.0001 per share.

Upon the filing and effectiveness (the "Effective Time") pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation, each nine (9) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the "Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split. If, upon aggregating all of the Common Stock held by a holder of Common Stock immediately following the Reverse Stock Split, a holder of Common Stock would otherwise be entitled to a fractional share of Common Stock, the Corporation shall issue to such holder such fractions of a share of Common Stock as are necessary to round the number of shares of Common Stock held by such holder up to the nearest whole share.

The Certificate of Incorporation is hereby amended by adding new Article X as follows:

Article X

To the fullest extent permitted by applicable law, as the same exists or as may hereafter be amended from time to time, an officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as an officer, provided that this provision shall not eliminate or limit the liability (i) for any breach of his or her duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law, (iii) for any transaction from which the officer derives any improper personal benefit, or (iv) in any action by or in the right of the Corporation. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article X to authorize corporate action further eliminating or limiting the personal liability of officers, then the liability of the

officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended from time to time.

Any amendment, repeal or modification of this Article X by the stockholders of the Corporation shall not adversely affect any right or protection of an officer of the Corporation existing at the time of, or increase the liability of any officer of the Corporation with respect to any acts or omissions of such officer occurring prior to, such amendment, repeal or modification. All references in this Article X to an officer shall mean such persons as defined in Section 102(b)(7) of the Delaware General Corporation Law.

THIRD: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

FOURTH: The foregoing amendment shall be effective on December 8, 2023 at 4:01p.m.

In Witness Whereof, Synchronoss Technologies, Inc., has caused this Certificate of Amendment to the Restated Certificate of Incorporation to be executed by a duly authorized officer of this corporation as of December 6, 2023.

Synchronoss Technologies, Inc.

By:

Name: Jeff Miller

Title: Chief Executive Officer