

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
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| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>ABS VENTURES VLLP</u> (Last) (First) (Middle) <u>890 WINTER STREET, SUITE 225</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>SYNCHRONOSS TECHNOLOGIES INC [SNCR]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2007</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/05/2007</u> | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 3,751,830 | D ⁽¹⁾ | |
| Common Stock | | | | | | | | 7,952 ⁽²⁾ | D ⁽³⁾ | |
| Common Stock | 01/03/2007 | | A | | 3,586 | A | \$0 | 3,586 | I | See Footnotes ⁽⁴⁾⁽⁵⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option (Right to Buy) | \$14 | 01/03/2007 | | A | | 10,000 | | (6) | 01/03/2017 | Common Stock | 10,000 | \$0 | 10,000 | I | See Footnote ⁽⁴⁾ |
| Stock Option (Right to Buy) | \$14 | 01/03/2007 | | A | | 10,000 | | (7) | 01/03/2017 | Common Stock | 10,000 | \$0 | 10,000 | I | See Footnote ⁽⁴⁾ |

1. Name and Address of Reporting Person*
ABS VENTURES VLLP
 (Last) (First) (Middle)
890 WINTER STREET, SUITE 225
 (Street)
WALTHAM MA 02451
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Calvert Capital IV L.L.C.
 (Last) (First) (Middle)
890 WINTER STREET SUITE 225
 (Street)
WALTHAM MA 02451
 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GRAYSON BRUNS H

(Last) (First) (Middle)

ABS VENTURES
1 SOUTH STREET

(Street)

BALTIMORE MD 21202

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Burgess R William JR

(Last) (First) (Middle)

890 WINTER STREET
SUITE 225

(Street)

WALTHAM MA 02451

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. The transaction reported on the original Form 4 filed on January 5, 2007 incorrectly reported the number of securities beneficially owned following the reported transactions as 41,274. The correct number of derivative securities beneficially owned following the reported transactions were 7,952.
3. Includes 7,952 shares received as a distribution to Mr. Grayson from ABS Investors L.L.C. In prior reports, Mr. Grayson reported beneficial ownership of 41,274 shares of Synchronoss Technologies, Inc. common stock held by ABS Investors L.L.C.
4. Securities were assigned by Scott Yaphe, a director of the Issuer and member of Calvert Capital IV L.L.C., to Calvert Capital Management Company. Messrs. Grayson and Burgess are officers, directors and shareholders of such entity and share voting and dispositive power over the shares held by such entity. Mr. Yaphe does not have voting or dispositive control over securities held by such entity and Mr. Yaphe disclaims beneficial ownership of such securities other than to the extent of his pecuniary interest therein.
5. Represents restricted shares of the Issuer's common stock. The restricted stock vests as to 1/3rd of the shares on May 30, 2007 if Mr. Yaphe is then a director of the issuer and vests as to an additional 1/36th of the shares as Mr. Yaphe completes each month of continuous service thereafter.
6. The option shall become exercisable as to 1/12th of the total number of shares subject to the option on February 3, 2007 if Mr. Mr. Yaphe is then a director of the Issuer and vests as to an additional 1/12th of the shares subject to the option as Mr. Yaphe completes each month of continuous service thereafter.
7. The option shall become exercisable as to 1/3rd of the total number of shares subject to the option on May 30, 2007 if Mr. Yaphe is then a director of the Issuer and vests as to an additional 1/36th of the shares subject to the option as Mr. Yaphe completes each month of continuous service thereafter.

/s/ Bruns H. Grayson

01/09/2007

** 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 4 (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.