

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-3**  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

**Synchronoss Technologies, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**06-1594540**  
(I.R.S. Employer  
Identification Number)

**200 Crossing Blvd., 3rd Floor  
Bridgewater, New Jersey 08807  
(866) 620-3940**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Jeff Miller  
Chief Executive Officer  
200 Crossing Blvd., 3rd Floor  
Bridgewater, New Jersey 08807  
(866) 620-3940**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Lou Ferraro**  
Acting Chief Financial Officer  
200 Crossing Blvd., 3rd Floor  
Bridgewater, NJ 08807  
(866) 620-3940

**Copies to:  
Christina Gabrys  
Chief Legal Officer  
200 Crossing Blvd., 3rd Floor  
Bridgewater, NJ 08807  
(866) 620-3940**

**Marc Dupre, Esq.  
Keith Scherer, Esq.  
Gunderson Dettmer Stough Villeneuve  
Franklin & Hachigian, LLP  
One Marina Park Drive, Suite 900  
Boston, MA 02210  
(617) 648-9100**

**Approximate date of commencement of proposed sale to the public:  
As soon as practicable, after the effective date of this Registration Statement, subject to market conditions.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-248133

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee <sup>(2)</sup>
Debt Securities	\$ 3,000,000	\$ 278.10

- (1) The Registrant previously registered such indeterminate number of securities as would have an aggregate offering price not to exceed \$250,000,000 on a Registration Statement on Form S-3 (File No. 333-248133) filed on August 18, 2020, and declared effective on August 28, 2020 (the "Prior Registration Statement"). Of such securities, an aggregate of \$235,000,000 have been sold under such Prior Registration Statement, leaving a remaining balance of \$15,000,000 as of the date of this filing. The Registrant is filing this registration statement solely for the purpose of increasing the aggregate principal amount of securities being offered by \$3,000,000 pursuant to Rule 462(b) of the Securities Act of 1933, as amended.
- (2) Calculated pursuant to Rule 457(o) under the Securities Act.

## EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

This Registration Statement relates to the Registration Statement on [Form S-3 \(File No. 333-248133\) \(the "Prior Registration Statement"\)](#), declared [effective on August 28, 2020 by the Commission](#), and is being filed for the purpose of registering additional securities in an amount that does not exceed 20% of the Proposed Maximum Aggregate Offering Price of securities remaining available for issuance under the Prior Registration Statement. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Prior Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto. The required opinion and consents are listed on the Exhibit Index included herein, and are filed with this Registration Statement.

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#">5.1</a>	<a href="#">Opinion of Gunderson Dettmer Stough Villeneuve Franklin &amp; Hachigian, LLP</a>
<a href="#">23.1</a>	<a href="#">Consent of Ernst &amp; Young, LLP, Independent Registered Public Accounting Firm relating to the Financial Statements of the Company</a>
<a href="#">23.2</a>	<a href="#">Consent of Gunderson Dettmer Stough Villeneuve Franklin &amp; Hachigian, LLP (included in Exhibit 5.1)</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (include on signature page)</a>

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## Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Bridgewater, State of New Jersey, on October 25, 2021.

### Synchronoss Technologies, Inc.

By: /s/ Jeff Miller

Jeff Miller  
Chief Executive Officer

### Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jeff Miller, Lou Ferraro and Christina Gabrys, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, with full power of each to act alone, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement on Form S-3 (including post-effective amendments and any related registration statements filed pursuant to Rule 462 and otherwise) with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, with full power of each to act alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his, her or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen G. Waldis</u> Stephen G. Waldis	Executive Chairman of the Board	October 25, 2021
<u>/s/ Jeff Miller</u> Jeff Miller	Director and Chief Executive Officer (Principal Executive Officer)	October 25, 2021
<u>/s/ Lou Ferraro</u> Lou Ferraro	Acting Chief Financial Officer (Principal Financial and Accounting Officer)	October 25, 2021
<u>/s/ William J. Cadogan</u> William J. Cadogan	Director	October 25, 2021
<u>/s/ Mohan Gyani</u> Mohan Gyani	Director	October 25, 2021
<u>/s/ Laurie Harris</u> Laurie Harris	Director	October 25, 2021
<u>/s/ Kristin S. Rinne</u> Kristin S. Rinne	Director	October 25, 2021
<u>/s/ Martin Bernstein</u> Martin Bernstein	Director	October 25, 2021

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October 25, 2021

Synchronoss Technologies, Inc.  
200 Crossing Boulevard, 3rd Floor  
Bridgewater, NJ 08807

Re: **Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to Synchronoss Technologies, Inc., a Delaware corporation (the “**Company**”), in connection with its filing on the date hereof with the Securities and Exchange Commission (the “**Commission**”) of a Registration Statement on Form S-3 (the “**Rule 462(b) Registration Statement**”) filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance and sale by the Company of its debt securities for a maximum aggregate offering price not to exceed \$3.0 million (including any guarantees thereon, the “**Debt Securities**”). The Rule 462(b) Registration Statement incorporates by reference the Company’s earlier Registration Statement on Form S-3 (File No. 333-248133) filed with the Commission on August 19, 2020 and declared effective on August 28, 2020 (together with the Rule 462(b) Registration Statement, the “**Registration Statements**”).

We have examined instruments, documents, certificates and records that we have deemed relevant and necessary for the basis of our opinions hereinafter expressed. In such examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (iv) that the Rule 462(b) Registration Statement, and any amendments to the Registration Statements (including post-effective amendments), will have become effective under the Act and such effectiveness shall not have been terminated or rescinded; (v) that the supplements to the prospectus (the “**Prospectus**”) contained in the Registration Statements (each a “**Prospectus Supplement**”) will have been filed with the Commission describing the Debt Securities offered thereby; (vi) that the Debt Securities will be issued and sold in compliance with applicable U.S. federal and state securities laws and in the manner stated in the Registration Statements and the applicable Prospectus Supplement; (vii) that a definitive purchase, underwriting or similar agreement with respect to any Debt Securities offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; (viii) that any Debt Securities issuable upon conversion, exchange, redemption or exercise of any Debt Securities being offered will be duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange, redemption or exercise; (ix) that the indenture (including any officer’s certificate or supplemental indenture used to issue the Debt Securities, the “**Indenture**”) will be the legal, valid and binding obligation of each party thereto, other than the Company, enforceable against each such party in accordance with its terms, and will be duly qualified under the Trust Indenture Act of 1939, as amended, and that the applicable bank or trust company to be named in the Indenture will be duly eligible to serve as trustee. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

Based on such examination, we are of the opinion that:

1. With respect to the Debt Securities to be issued under the Indenture, when (a) the terms of the Debt Securities have been duly established and authorized by the Company, (b) the Indenture has been duly executed and delivered by the Company, (c) the issuance and sale of the Debt Securities has been duly authorized by all necessary action (corporate or otherwise) and (d) the Debt Securities have been duly executed by the Company and duly authenticated by the Trustee in accordance with the terms of the Indenture, and delivered to the purchasers thereof against payment of the consideration therefor duly approved by the Company, the Debt Securities will constitute legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
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Our opinion that any document is legal, valid and binding is qualified as to:

- (a) limitations imposed by bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium or other laws relating to or affecting the rights of creditors generally;
- (b) rights to indemnification and contribution, which may be limited by applicable law or equitable principles; and
- (c) general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing, and the possible unavailability of specific performance or injunctive relief and limitation of rights of acceleration, regardless of whether such enforceability is considered in a proceeding in equity or at law.

We express no opinion as to the laws of any other jurisdiction, other than the Federal laws of the United States of America, the laws of the State of New York (including in each case the rules or regulations promulgated thereunder or pursuant thereto) and the Delaware General Corporation Law.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Rule 462(b) Registration Statement and to the use of our name wherever it appears in the Rule 462(b) Registration Statement, the Prospectus and any Prospectus Supplement and in any amendment or supplement thereto. In giving such consent, we do not believe that we are “experts” within the meaning of such term as used in the Act or the rules and regulations of the Commission issued thereunder with respect to any part of the Rule 462(b) Registration Statement, including this opinion as an exhibit.

Very truly yours,

/s/ Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

GUNDERSON DETTMER STOUGH VILLENEUVE FRANKLIN & HACHIGIAN, LLP

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**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption "Experts" in this Registration Statement (Form S-3) and related Prospectus of Synchronoss Technologies, Inc. for the registration of its debt securities and to the incorporation by reference therein of our reports dated March 15, 2021, with respect to the consolidated financial statements of Synchronoss Technologies, Inc., and the effectiveness of internal control over financial reporting of Synchronoss Technologies, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young, LLP

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Iselin, New Jersey

October 25, 2021

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