

SYNCHRONOSS TECHNOLOGIES INC
Form SC 13G/A
February 11, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)*

Synchronoss Technologies, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

87157B 10 3

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

“ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

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13G

Page 2 of 17 Pages

1. Names of Reporting Persons

Institutional Venture Partners XI, L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0 shares

6. Shared Voting Power

Beneficially

Owned by

0 shares

Each

7. Sole Dispositive Power

Reporting

Person

0 shares

8. Shared Dispositive Power

With:

0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

0.0%

12. Type of Reporting Person (see instructions)

PN

(1) This Amendment No. 5 to the statement on Schedule 13G is filed by Institutional Venture Partners XI, L.P. (IVP XI), Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (IVP XI KG), Institutional Venture Management XI, LLC (IVM XI), Institutional Venture Partners XII, L.P. (IVP XII), Institutional Venture Management XII, LLC (IVM XII), Todd C. Chaffee (Chaffee), Reid W. Dennis (Dennis), Norman A. Fogelsong (Fogelsong), Stephen J. Harrick (Harrick), J. Sanford Miller (Miller) and Dennis B. Phelps (Phelps together with IVP XI, IVP XI KG, IVM XI, IVP XII, IVM XII, Chaffee, Dennis, Fogelsong, Harrick and Miller, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

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Page 3 of 17 Pages

1. Names of Reporting Persons

Institutional Venture Partners XI GmbH & Co. Beteiligungs KG

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of

Shares

0 shares

6. Shared Voting Power

Beneficially

Owned by

0 shares

Each

7. Sole Dispositive Power

Reporting

Person

0 shares

8. Shared Dispositive Power

With:

0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

0.0%

12. Type of Reporting Person (see instructions)

PN

(1) This Amendment No. 5 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

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1. Names of Reporting Persons

Institutional Venture Management XI, LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0 shares

6. Shared Voting Power

Beneficially

Owned by 0 shares

7. Sole Dispositive Power

Each

Reporting

Person 0 shares

8. Shared Dispositive Power

With:

0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

0.0%

12. Type of Reporting Person (see instructions)

OO

(1) This Amendment No. 5 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

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Page 5 of 17 Pages

1. Names of Reporting Persons

Institutional Venture Partners XII, L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0 shares

6. Shared Voting Power

Beneficially

Owned by

1,615,525 shares of Common Stock (2)

Each

7. Sole Dispositive Power

Reporting

Person

0 shares

8. Shared Dispositive Power

With:

1,615,525 shares of Common Stock (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,615,525 shares of Common Stock (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

4.0% (3)

12. Type of Reporting Person (see instructions)

PN

- (1) This Amendment No. 5 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII, and has voting and investment control over the respective shares owned by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. IVM XII however owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of the shares held by IVP XII, except to the extent of their respective pecuniary interests therein.
- (3) This percentage is calculated based upon 40,526,584 shares of the Common Stock outstanding as of October 29, 2013, as disclosed in the Issuer's most recently filed 10-Q as filed with the Securities and Exchange Commission on November 5, 2013.

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1. Names of Reporting Persons

Institutional Venture Management XII, LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0 shares

6. Shared Voting Power

Beneficially

Owned by

1,615,525 shares of Common Stock (2)

Each

7. Sole Dispositive Power

Reporting

Person

0 shares

8. Shared Dispositive Power

With:

1,615,525 shares of Common Stock (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,615,525 shares of Common Stock (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

4.0% (3)

12. Type of Reporting Person (see instructions)

OO

- (1) This Amendment No. 5 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII, and has voting and investment control over the respective shares owned by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. IVM XII however owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of the shares held by IVP XII, except to the extent of their respective pecuniary interests therein.
- (3) This percentage is calculated based upon 40,526,584 shares of the Common Stock outstanding as of October 29, 2013, as disclosed in the Issuer's most recently filed 10-Q as filed with the Securities and Exchange Commission on November 5, 2013.

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1. Names of Reporting Persons

Todd C. Chaffee

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

Shares 0 shares

6. Shared Voting Power

Beneficially

Owned by 1,615,525 shares of Common Stock (2)

7. Sole Dispositive Power

Each

Reporting

Person 0 shares

8. Shared Dispositive Power

With:

1,615,525 shares of Common Stock (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,615,525 shares of Common Stock (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

4.0% (3)

12. Type of Reporting Person (see instructions)

IN

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1. Names of Reporting Persons

Reid W. Dennis

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

Shares 0 shares
6. Shared Voting Power

Beneficially

Owned by 0 shares
Each 7. Sole Dispositive Power

Reporting

Person 0 shares
8. Shared Dispositive Power

With:

0 shares
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0 shares
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

0.0%

12. Type of Reporting Person (see instructions)

IN

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1. Names of Reporting Persons

Norman A. Fogelsong

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

Shares 0 shares
6. Shared Voting Power

Beneficially

Owned by 1,615,525 shares of Common Stock (2)
Each 7. Sole Dispositive Power

Reporting

Person 0 shares
8. Shared Dispositive Power

With:

1,615,525 shares of Common Stock (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,615,525 shares of Common Stock (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

4.0% (3)

12. Type of Reporting Person (see instructions)

IN

- (1) This Amendment No. 5 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
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1. Names of Reporting Persons

Stephen J. Harrick

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

Shares

0 shares

6. Shared Voting Power

Beneficially

Owned by

1,615,525 shares of Common Stock (2)

Each

7. Sole Dispositive Power

Reporting

Person

0 shares

8. Shared Dispositive Power

With:

1,615,525 shares of Common Stock (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,615,525 shares of Common Stock (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

4.0% (3)

12. Type of Reporting Person (see instructions)

IN

- (1) This Amendment No. 5 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XII. IVM XII serves as the sole general partner of IVP XII, and has voting and investment control over the respective shares owned by IVP XII, and may be deemed to own beneficially the shares held by IVP XII. IVM XII however owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII, and may be deemed to own beneficially the shares held by IVP XII, however, they own no securities of the Issuer directly and they disclaim beneficial ownership of the shares held by IVP XII, except to the extent of their respective pecuniary interests therein.
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1. Names of Reporting Persons

J. Sanford Miller

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b) (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States of America

Number of

Shares

Beneficially

Owned by

Each