

Phelps Dennis B  
Form 3  
March 06, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Institutional Venture Partners  
 XI LP  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 03/04/2008

3. Issuer Name and Ticker or Trading Symbol  
 SYNCHRONOSS TECHNOLOGIES INC [SNCR]

4. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O INSTITUTIONAL VENTURE PARTNERS, 3000 SAND HILL ROAD, BLDG. 2, STE. 250  
 (Street)

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer \_\_\_\_ Other  
 (give title below) (specify below)

MENLO PARK, CA 94025  
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)                       |
|------------------------------------|--|---|--|
| Common Stock                       | 1,982,600  | I   | By Institutional Venture Partners XI, L.P. <sup>(1)</sup>                      |
| Common Stock                       | 317,400  | I   | By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG <sup>(2)</sup> |
| Common Stock                       | 989,770  | I   | By Institutional Venture Partners XII, L.P. <sup>(3)</sup>                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Institutional Venture Partners XI LP<br>C/O INSTITUTIONAL VENTURE PARTNERS<br>3000 SAND HILL ROAD, BLDG. 2, STE. 250<br>MENLO PARK, CA 94025                           | ^             | ^ X       | ^       | ^     |
| INSTITUTIONAL VENTURE PARTNERS XI GMBH & CO BETEILIGUNGS<br>KG<br>C/O INSTITUTIONAL VENTURE PARTNERS<br>3000 SAND HILL ROAD, BLDG. 2, STE. 250<br>MENLO PARK, CA 94025 | ^             | ^ X       | ^       | ^     |
| Institutional Venture Management XI, LLC<br>C/O INSTITUTIONAL VENTURE PARTNERS<br>3000 SAND HILL ROAD, BLDG. 2, STE. 250<br>MENLO PARK, CA 94025                       | ^             | ^ X       | ^       | ^     |
| Institutional Venture Partners XII LP<br>C/O INSTITUTIONAL VENTURE PARTNERS<br>3000 SAND HILL ROAD, BLDG. 2, STE. 250<br>MENLO PARK, CA 94025                          | ^             | ^ X       | ^       | ^     |
| Institutional Venture Management XII, LLC<br>C/O INSTITUTIONAL VENTURE PARTNERS<br>3000 SAND HILL ROAD, BLDG. 2, STE. 250<br>MENLO PARK, CA 94025                      | ^             | ^ X       | ^       | ^     |
| Chaffee Todd C<br>C/O INSTITUTIONAL VENTURE PARTNERS<br>3000 SAND HILL ROAD, BLDG. 2, STE. 250<br>MENLO PARK, CA 94025   | ^             | ^ X       | ^       | ^     |
| FOGELSONG NORMAN A<br>C/O INSTITUTIONAL VENTURE PARTNERS<br>3000 SAND HILL ROAD, BLDG. 2, STE. 250<br>MENLO PARK, CA 94025   | ^             | ^ X       | ^       | ^     |

Harrick Stephen J  
 C/O INSTITUTIONAL VENTURE PARTNERS  
 3000 SAND HILL ROAD, BLDG. 2, STE. 250  
 MENLO PARK, CA 94025

^ ^ X ^ ^

Miller J Sanford  
 C/O INSTITUTIONAL VENTURE PARTNERS  
 3000 SAND HILL ROAD, BLDG. 2, STE. 250  
 MENLO PARK, CA 94025

^ ^ X ^ ^

Phelps Dennis B  
 C/O INSTITUTIONAL VENTURE PARTNERS  
 3000 SAND HILL ROAD, BLDG. 2, STE. 250  
 MENLO PARK, CA 94025

^ ^ X ^ ^

## Signatures

Institutional Venture Partners XI, L.P. By: Institutional Venture Management XI, LLC Its:  
 General Partner By: /s/ Norman A. Fogelsong Managing Director

03/06/2008

\_\_Signature of Reporting Person

Date

Norman A. Fogelsong, Managing Director

03/06/2008

\_\_Signature of Reporting Person

Date

Norman A. Fogelsong, Managing Director

03/06/2008

\_\_Signature of Reporting Person

Date

Norman A. Fogelsong, Managing Director

03/06/2008

\_\_Signature of Reporting Person

Date

Norman A. Fogelsong, Managing Director

03/06/2008

\_\_Signature of Reporting Person

Date

Melanie Chladek Attorney-in-Fact for Todd C. Chaffee

03/06/2008

\_\_Signature of Reporting Person

Date

Melanie Chladek Attorney-in-Fact for Norman A. Fogelsong

03/06/2008

\_\_Signature of Reporting Person

Date

Melanie Chladek Attorney-in-Fact for Stephen J. Harrick

03/06/2008

\_\_Signature of Reporting Person

Date

Melanie Chladek Attorney-in-Fact for J. Sanford Miller

03/06/2008

\_\_Signature of Reporting Person

Date

Melanie Chladek Attorney-in-Fact for Dennis B. Phelps

03/06/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) The shares are owned by Institutional Venture Partners XI, L.P. ("IVP XI"), which is under common control with Institutional Venture Partners XI GmbH & Co. Beteiligungs KG ("IVP XI KG"). Institutional Venture Management XI, LLC ("IVM XI") serves as the sole General Partner of IVP XI, and has sole voting and investment control over the respective shares owned by IVP XI, and may be deemed to own beneficially the shares held by IVP XI. IVM XI however owns no securities of the Issuer directly. Todd C. Chaffee ("Chaffee"), Norman A. Fogelsong ("Fogelsong"), Stephen J. Harrick ("Harrick"), J. Sanford Miller ("Miller") and Dennis B. Phelps ("Phelps") are

## Edgar Filing: Phelps Dennis B - Form 3

Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI. Each of these individuals disclaims beneficial ownership of the shares reported herein, except to the extent of his or her respective pecuniary interest therein.

- (2) The shares are owned by IVP XI KG, which is under common control with IVP XI. IVM XI serves as the sole Managing Limited Partner of IVP XI KG, and has sole voting and investment control over the respective shares owned by IVP XI KG, and may be deemed to own beneficially the shares held by IVP XI KG. IVM XI however owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller and Phelps are Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI KG. Each of these individuals disclaims beneficial ownership of the shares reported herein, except to the extent of his or her respective pecuniary interest therein.

- (3) The shares are owned by Institutional Venture Partners XII, L.P. ("IVP XII"). Institutional Venture Management XII, LLC ("IVM XII") serves as the sole General Partner of IVP XII, and has sole voting and investment control over the 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, Fogelsong, Harrick, Miller, and Phelps are Managing Directors of IVM XII and share voting and dispositive power over the shares held by IVP XII. Each of these individuals disclaims beneficial ownership of the shares reported herein, except to the extent of his or her respective pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.