

INTELLISYNC CORP
Form 424B3
December 19, 2005

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-116146

PROSPECTUS SUPPLEMENT NO. 3

(To Prospectus dated November 18, 2004)

INTELLISYNC CORPORATION

\$60,000,000 3% Convertible Senior Notes

due March 1, 2009 and the

Common Stock Issuable Upon Conversion of the Notes

This prospectus supplement No. 3 relates to the resale by selling securityholders of Intellisync Corporation's 3% Convertible Senior Notes due March 1, 2009 and the shares of our common stock issuable upon conversion of the notes. You should read this prospectus supplement No. 3 in conjunction with the prospectus contained in the Registration Statement on Form S-3, as amended, of Intellisync Corporation filed with the Securities and Exchange Commission. This prospectus supplement is not complete without, and may not be delivered or used except in conjunction with, the prospectus, including any amendments or supplements to it. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement supersedes information contained in the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement. Any representation to the contrary is a criminal offense.

Investing in the notes or the common stock offered in the prospectus involves risk. Beginning on page 4 of the prospectus, we have listed several Risk Factors which you should consider. You should read the entire prospectus carefully before you make your investment decision.

The table under the caption "Selling Securityholders" on page 27 of the prospectus is hereby amended and restated in its entirety as set forth below and reflects updated information as to certain selling securityholders named below.

SELLING SECURITYHOLDERS

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The notes were originally issued to and resold by Morgan Stanley & Co. Incorporated, CIBC World Markets and Needham & Company, Inc. in transactions exempt from the registration requirements of the Securities Act to persons reasonably believed by them to be qualified institutional buyers, as defined by Rule 144A under the Securities Act. The selling securityholders may from time to time offer and sell, pursuant to this prospectus, any or all of the notes and the common stock into which the notes are convertible. When we refer to the selling securityholders in this prospectus, we mean those persons listed in the table below, as well as their transferees, pledgees, donees or successors.

The table below sets forth the name of each selling securityholder, the principal amount of notes at maturity that each selling securityholder may offer pursuant to this prospectus and the number of shares of common stock into which the notes are convertible. Unless set forth below, none of the selling

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securityholders has had, within the past three years, any material relationship with us or any of our predecessors or affiliates.

We have prepared the table based on information given to us by the selling securityholders on or before December 19, 2005. Because the selling securityholders may offer, pursuant to this prospectus, all or some portion of the notes or common stock listed below, no estimate can be given as to the amount of notes or common stock that will be held by the selling securityholders upon consummation of any sales. In addition, the selling securityholders listed in the table may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their notes since the date as of which the information in the table is presented.

Information about the selling stockholders may change over time. Any changed information given to us by the selling securityholders will be set forth in prospectus supplements if and when necessary.

Selling Securityholder	Principal Amount of Notes Beneficially Owned and Offered	Percentage of Outstanding Notes	Common Stock Issuable Upon Conversion of the Notes that May be Sold(1)	Percentage of Shares of Common Stock Outstanding(2)	Number of Shares of Common Stock Beneficially Owned after the Offering(3)	Natural Person(s) with Voting or Investment Power
Argent Classic Convertible Arbitrage Fund (Bermuda) LTD	\$ 2,030,000	3.4%	507,500		0	Nathaniel Brown & Robert Richardson
Argent Classic Convertible Arbitrage Fund L.P.	560,000	*	140,000	*	0	Nathaniel Brown & Robert Richardson
Argent Classic Convertible Arbitrage Fund II, L.P.	140,000	*	35,000	*	0	Nathaniel Brown & Robert Richardson
Basso Holdings LTD	1,263,000	2.1%	315,750	*	0	(4)
Basso Multi-Strategy Holdings Fund LTD	1,962,000	3.3%	490,500	*	0	(5)
BNP Paribas Equity Strategies, SNC	1,752,000	2.9%	438,000	*	0	Christian Menestrier
Calamos Market Neutral Fund-Calamos Investment Trust	2,000,000	3.3%	500,000	*	0	Nick Calamos
CNH CA Master Account LLP	1,000,000	1.7%	250,000	*	0	(6)
Context Convertible Arbitrage Fund, LP	2,325,000	3.9%	581,250	*	0	William Fertig & Michael Rosen
Context Convertible Arbitrage Offshore, LTD	4,975,000	8.3%	1,243,750	1.81%	0	William Fertig & Michael Rosen
CooperNeff Convertible Strategies (Cayman) Master Fund L.P.	1,725,000	2.9%	431,250	*	0	Christian Menestrier
Deephaven Domestic Convertible Trading Ltd.	2,706,000	4.5%	676,500	*	0	Colin Smith
Fidelity Puritan: Fidelity Balanced Fund	1,000,000	1.7%	250,000	*	0	(7)
Grace Convertible Arbitrage Fund LTD	1,000,000	1.7%	250,000	*	0	Bradford Whitmore & Michael Brailiv
Kamunting Street Master Fund, Ltd.	1,000,000	1.7%	250,000	*	0	Allan Teh

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Linden Capital LP	250,000	*	62,500	*	0	Siu Min Wong
Lyxor/Context Fund LTD	350,000	*	87,500	*	0	William Fertig & Michael Rosen
Lyxor/Convertible Arbitrage Fund Limited	304,000	*	76,000	*	0	Christian Menestrier
National Bank of Canada	450,000	*	112,500	*	0	William Fertig & Michael Rosen
National Bank of Canada c/o Putnam Lovell NBF Securities Inc.	2,700,000	4.5%	675,000	*	0	Robin R. Shah & Alexander C. Robinson
Royal Bank of Canada (Norshield)	350,000	*	87,500	*	0	William Fertig & Michael Rosen
Singlehedge US Convertible Arbitrage Fund	460,000	*	115,000	*	0	Christian Menestrier
Sphinx Convertible Arbitrage Fund SPC	44,000	*	11,000	*	0	Colin Smith
Sturgeon Limited	359,000	*	89,750	*	0	Christian Menestrier
Sunrise Partners Limited Partnership	14,000,000	23.3%	3,500,000	4.93%	0	S. Donald Sussman
Tenor Opportunity Master Fund, LTD.	2,000,000	3.3%	500,000	*	0	Robin R. Shah & Alexander C. Robinson
Tribeca Investments LTD.	6,100,000	10.1%	1,525,000	2.21%	0	Steven Qian
UBS AG London F/B/O HFS	1,000,000	1.6%	250,000	*	0	Dominic Lynch
UBS O Connor LLC F/B/O O Connor Global Convertible Arbitrage Master LTD.	1,500,000	2.5%	375,000	*	0	(8)
Univest Convertible Arbitrage Fund II LTD (Norshield)	225,000					