

SYNCHRONOSS TECHNOLOGIES INC

Form 4

December 28, 2016

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
Rosenberger Karen

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 CROSSING BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

BRIDGEWATER, NJ 08876

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

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

(City) (State) (Zip)

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 or Price		
Common Stock	12/27/2016		M		2,761 A \$ 35.19	D	
Common Stock	12/27/2016		M		188 A \$ 27.55	D	
Common Stock	12/27/2016		M		2,178 A \$ 30.5	D	
Common Stock	12/27/2016		M		2,416 A \$ 31.02	D	
Common Stock	12/27/2016		M		2,457 A \$ 3,224	D	

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Common Stock	12/27/2016	S	10,000 (1)	D	\$ 39.51	44,219	D
Common Stock	12/28/2016	S	4,000 (1)	D	\$ 39.63	40,219	D
Common Stock	11/21/2016	S	83 (2)	D	\$ 48.92	40,136	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right to Purchase)	\$ 30.5	12/27/2016		M	2,178	12/06/2012 ⁽³⁾ 12/06/2018	Common Stock	2,178
Stock Option (Right to Buy)	\$ 31.02	12/27/2016		M	2,416	02/14/2014 ⁽⁴⁾ 02/14/2020	Common Stock	2,416
Stock Option (Right to Purchase)	\$ 32.24	12/27/2016		M	2,457	02/20/2015 ⁽⁵⁾ 02/20/2021	Common Stock	2,457
Stock Option (Right to Buy)	\$ 35.19	12/27/2016		M	2,761	04/01/2015 ⁽⁶⁾ 04/01/2021	Common Stock	2,761
Stock Option (Right to	\$ 27.55	12/27/2016		M	188	12/07/2011 ⁽⁷⁾ 12/07/2017	Common Stock	188

Purchase)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenberger Karen 200 CROSSING BOULEVARD BRIDGEWATER, NJ 08876			EVP & Chief Financial Officer	

Signatures

/s/ Karen
Rosenberger 12/28/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) All of the sales reported on this Form were effected pursuant to an approved Rule 10b5-1 trading plan
- (2) All of the sales reported on this Form were effected pursuant to an approved Rule 10b5-1 trading plan. Represents sale to cover vesting of shares of Restricted Stock.
The option shall become exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completes 12 months of continuous service after December 6, 2011. The option shall become exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.
- (3) The option became exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completed 12 months of continuous service after February 14, 2013 The option becomes exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.
- (4) The option became exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completes 12 months of continuous service after February 20, 2014. The option shall become exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.
- (5) Th option shall become exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completes 12 months of continuous service after April 1, 2014. The option shall become exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.
- (6) The option became exercisable with respect to the first 25 percent of the shares subject to the option when the Reporting Person completes 12 months of continuous service after December 7, 2010. The option shall become exercisable with respect to an additional 1/48th of the shares subject to the option when the Reporting Person completes each month of continuous service thereafter.
- (7)

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.