

SYNCHRONOSS TECHNOLOGIES INC

Form 10-Q/A

April 09, 2010

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q/A  
(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2009**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from**

**to**  
**Commission file number 000-52049**

**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 No.)

**750 Route 202 South, Suite 600**

**Bridgewater, New Jersey**

(Address of principal executive offices)

**08807**

(Zip Code)

**(866) 620-3940**

(Registrant's telephone number, including area code)

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Shares outstanding of the Registrant's common stock:

Edgar Filing: SYNCHRONOSS TECHNOLOGIES INC - Form 10-Q/A

Class  
Common stock, \$0.0001 par value

Outstanding at April 30, 2009  
30,884,019 shares

---

**SYNCHRONOSS TECHNOLOGIES, INC.  
FORM 10-Q INDEX**

|  | PAGE NO. |
|--|----------|
| <b><u>PART II. OTHER INFORMATION</u></b> |          |
| <b><u>Item 6. Exhibits</u></b>           | 2        |
| <b><u>SIGNATURES</u></b>                 | 3        |
| <u>EX-10.11(A)</u>                       |          |
| <u>EX-10.11(B)</u>                       |          |
| <u>EX-31.3</u>                           |          |
| <u>EX-31.4</u>                           |          |

**Explanatory Note**

Synchronoss Technologies, Inc. (the Company) is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009 (the Form 10-Q) as an exhibit-only filing in response to comments received from the staff of the Securities and Exchange Commission regarding a request for confidential treatment of certain portions of Exhibits 10.11(A) and 10.11(B) originally filed with the Form 10-Q. This Amendment No. 1 to Quarterly Report on Form 10-Q/A (this Amendment) is being filed solely to re-file Exhibits 10.11(A) and 10.11(B) and to amend and restate the list of exhibits included in the Form 10-Q. In addition, as required by Rule 12B-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

Except as described above, this Amendment does not reflect events occurring after the filing of the original Form 10-Q and no revisions are being made pursuant to this Amendment to the Company's financial statements or any other disclosure contained in the Form 10-Q.

**Table of Contents**

**ITEM 6. EXHIBITS**

**Exhibit No. Description**

|          |   |
|----------|---|
| 3.2*     | Restated Certificate of Incorporation of the Company  |
| 3.4*     | Amended and Restated Bylaws of the Company  |
| 4.2*     | Form of Company's Common Stock certificate  |
| 10.11(a) | Amendment dated as of January 1, 2009 to the Cingular Master Services Agreement                               |
| 10.11(b) | AT&T Order Management Center Contract dated as of January 1, 2009 between AT&T Services, Inc. and the Company |
| 31.1**   | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002            |
| 31.2**   | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002            |
| 31.3     | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002            |
| 31.4     | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002            |
| 32.1**   | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002            |
| 32.2**   | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002            |

\* Incorporated herein by reference to the exhibit of the same number in the Company's Registration Statement on Form S-1 (Commission File No. 333-132080).

\*\* Filed May 8, 2009 Confidential treatment has been requested for portions of this document. The omitted portions of this document have been filed with the Securities

and Exchange  
Commission.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Synchronoss Technologies, Inc.

/s/ Stephen G. Waldis

**Stephen G. Waldis**

**Chairman of the Board of Directors,  
President and Chief Executive Officer**

/s/ Lawrence R. Irving

**Lawrence R. Irving**

**Executive Vice President, Chief  
Financial Officer and Treasurer**

April 9, 2010