Phelps Dennis B
Form 3/A
July 14, 2008

FORM 3

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

OMB APPROVAL

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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 *
Â Institutional Venture Partners XI LP

(Last) (First) (Middle)

C/O INSTITUTIONAL VENTURE PARTNERS,Â 3000 SAND HILL ROAD, BLDG 2, SUITE 250

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

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)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)
03/06/2008

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

Table I - Non-Derivative Securities Beneficially Owned

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

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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Call Option (obligation to sell)	11/02/2009	11/02/2009	Common Stock	19,223	$ 65.87	I	By Institutional Venture Partners XI, L.P. (1)
Put Option (right to sell)	11/02/2009	11/02/2009	Common Stock	19,223	$ 36.04	I	By Institutional Venture Partners XI, L.P. (1)
Put Option (obligation to buy)	11/02/2009	11/02/2009	Common Stock	19,223	$ 24.03	I	By Institutional Venture Partners XI, L.P. (1)
Call Option (obligation to sell)	11/02/2009	11/02/2009	Common Stock	3,077	$ 65.87	I	By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (2)
Put Option (right to sell)	11/02/2009	11/02/2009	Common Stock	3,077	$ 36.04	I	By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (2)
Put Option (obligation to buy)	11/02/2009	11/02/2009	Common Stock	3,077	$ 24.03	I	By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (2)
Call Option (obligation to sell)	11/06/2009	11/06/2009	Common Stock	43,100	$ 68.24	I	By Institutional Venture Partners XI, L.P. (1)
Put Option (right to sell)	11/06/2009	11/06/2009	Common Stock	43,100	$ 37.05	I	By Institutional Venture Partners XI, L.P. (1)
Put Option (obligation to buy)	11/06/2009	11/06/2009	Common Stock	43,100	$ 24.7	I	By Institutional Venture Partners XI, L.P. (1)
	11/06/2009	11/06/2009		6,900	$ 68.24	I	

Call Option (obligation to sell)			Common Stock				By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (2)
Put Option (right to sell)	11/06/2009	11/06/2009	Common Stock	6,900	$ 37.05	I	By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (2)
Put Option (obligation to buy)	11/06/2009	11/06/2009	Common Stock	6,900	$ 24.7	I	By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (2)
Call Option (obligation to sell)	11/09/2009	11/09/2009	Common Stock	12,068	$ 66.59	I	By Institutional Venture Partners XI, L.P. (1)
Put Option (right to sell)	11/09/2009	11/09/2009	Common Stock	12,068	$ 36.15	I	By Institutional Venture Partners XI, L.P. (1)
Put Option (obligation to buy)	11/09/2009	11/09/2009	Common Stock	12,068	$ 24.1	I	By Institutional Venture Partners XI, L.P. (1)
Call Option (obligation to sell)	11/09/2009	11/09/2009	Common Stock	1,932	$ 66.59	I	By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (2)
Put Option (right to sell)	11/09/2009	11/09/2009	Common Stock	1,932	$ 36.15	I	By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (2)
Put Option (obligation to buy)	11/09/2009	11/09/2009	Common Stock	1,932	$ 24.1	I	By Institutional Venture Partners XI GmbH & Co. Beteiligungs KG (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â X	Â	Â

Institutional Venture Partners XI LP C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025					
Institutional Venture Management XI, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â
INSTITUTIONAL VENTURE PARTNERS XI GMBH & CO BETEILIGUNGS KG C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â
Institutional Venture Partners XII LP C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â
Institutional Venture Management XII, LLC C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â
Chaffee Todd C C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â
FOGELSONG NORMAN A C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â
Harrick Stephen J C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â
Miller J Sanford C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â
Phelps Dennis B C/O INSTITUTIONAL VENTURE PARTNERS 3000 SAND HILL ROAD, BLDG 2, SUITE 250 MENLO PARK,Â CAÂ 94025	Â	Â	X	Â	Â

Signatures

INSTITUTIONAL VENTURE PARTNERS XI, L.P. By: Institutional Venture Management XI, LLC Its: General Partner /s/ Norman A. Fogelsong, Managing Director	07/14/2008
**Signature of Reporting Person	Date

Norman A. Fogelsong, Managing Director	07/14/2008
**Signature of Reporting Person	Date
By: Institutional Venture Management XI, LLC; Its: Managing Limited Partner; Norman A. Fogelsong, Managing Director	07/14/2008
**Signature of Reporting Person	Date
By: Institutional Venture Management XII, LLC; Its: General Partner; Norman A. Fogelsong, Managing Director	07/14/2008
**Signature of Reporting Person	Date
Norman A. Fogelsong, Managing Director	07/14/2008
**Signature of Reporting Person	Date
Melanie Chladek, Attorney-in-Fact for Todd C. Chaffee	07/14/2008
**Signature of Reporting Person	Date
Melanie Chladek, Attorney-in-Fact for Norman A. Fogelsong	07/14/2008
**Signature of Reporting Person	Date
Melanie Chladek, Attorney-in-Fact for Stephen J. Harrick	07/14/2008
**Signature of Reporting Person	Date
Melanie Chladek, Attorney-in-Fact for J. Sanford Miller	07/14/2008
**Signature of Reporting Person	Date
Melanie Chladek, Attorney-in-Fact for Dennis B. Phelps	07/14/2008
**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 Managing Directors of IVM XI and share voting and dispositive power over the shares held by IVP XI and 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.
(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 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, 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.

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Remarks:

ThisÂ amendmentÂ isÂ beingÂ filedÂ solelyÂ forÂ theÂ purposeÂ ofÂ includingÂ theÂ derivativeÂ securitiesÂ includedÂ

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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