

SYNCHRONOSS TECHNOLOGIES INC

Form 8-K/A

October 01, 2010

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
(Amendment No. ___)
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 19, 2010

SYNCHRONOSS TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

000-52049

06-1594540

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**750 Route 202 South, Suite 600,
Bridgewater, New Jersey**

08807

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(866) 620-3940**

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

TABLE OF CONTENTS

Item 9.01. Financial Statements and Exhibits

2

SIGNATURES

EXHIBIT INDEX

Exhibit 23.1

Exhibit 23.2

Exhibit 99.1

Exhibit 99.2

Exhibit 99.3

Table of Contents

On July 20, 2010, Synchronoss Technologies, Inc. (Synchronoss or the Company) filed a Current Report on Form 8-K (the Initial Form 8-K) reporting its acquisition of FusionOne, Inc. (FusionOne). This amendment to the Initial Form 8-K amends and supplements the Initial Form 8-K to provide the historical financial information required pursuant to Item 9.01(a) of Form 8-K, and the pro forma financial information required pursuant to Item 9.01(b) of Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The Consolidated Financial Statements of FusionOne as of December 31, 2009 and 2008 and for the years ended December 31, 2009 and 2008 and accompanying consolidated notes are included as Exhibit 99.1 to this Current Report on Form 8-K/A and are incorporated herein by reference.

The Unaudited Condensed Consolidated Financial Statements of FusionOne as of June 30, 2010 and for the six-month periods ended June 30, 2010 and 2009 and accompanying consolidated notes are included as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by reference.

(b) Pro Forma Financial Information

The following Unaudited Pro Forma Combined Condensed Financial Statements are included as Exhibit 99.3 to this Current Report on Form 8-K/A and are incorporated herein by reference:

- (i) Unaudited Pro Forma Combined Condensed Balance Sheet as of June 30, 2010
- (ii) Unaudited Pro Forma Combined Condensed Statements of Operations for the year ended December 31, 2009 and the six-month period ended June 30, 2010
- (iii) Notes to the Unaudited Pro Forma Combined Condensed Financial Statements

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 2.1* | Agreement and Plan of Merger by and among Synchronoss Technologies, Inc, Echo Merger Sub, Inc., FusionOne, Inc. and John Malloy, as stockholder representative, dated as of July 6, 2010. |
| 23 | Consent of Independent Auditors |
| 23.1 | Mohler, Nixon and Williams |
| 23.2 | Jelena Ivanova |
| 99.1 | Consolidated Financial Statements of FusionOne as of December 31, 2009 and 2008 and for the years ended December 31, 2009 and 2008 and consolidated notes thereto |
| 99.2 | Unaudited Condensed Consolidated Financial Statements of FusionOne as of June 30, 2010 and for the six months ended June 30, 2010 and 2009 and consolidated notes thereto |
| 99.3 | Unaudited Pro Forma Combined Condensed Balance Sheet as of June 30, 2010 and Unaudited Pro Forma Combined Condensed Statement of Operations for the year ended December 31, 2009 and for the six months ended June 30, 2010 and notes thereto |

* Filed with the Securities and Exchange Commission on August 6, 2010 as Exhibit 10.18

in the
Company's
Quarterly report
on Form 10-Q
and
incorporated
herein by
reference.

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 hereunto duly authorized.

**SYNCHRONOSS TECHNOLOGIES,
INC.**

Date: September 30, 2010

By: */s/ Stephen G. Waldis*
Stephen G. Waldis
*Chairman of the Board of Directors,
President and Chief Executive Officer*

Table of Contents

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 23 | Consent of Independent Auditors |
| 23.1 | Mohler, Nixon and Williams |
| 23.2 | Jelena Ivanova, |
| 99.1 | Consolidated Financial Statements of FusionOne as of December 31, 2009 and 2008 and for the years ended December 31, 2009 and 2008 and consolidated notes thereto |
| 99.2 | Unaudited Condensed Consolidated Financial Statements of FusionOne as of June 30, 2010 and for the six months ended June 30, 2010 and 2009 and consolidated notes thereto |
| 99.3 | Unaudited Pro Forma Combined Condensed Balance Sheet as of June 30, 2010 and Unaudited Pro Forma Combined Condensed Statement of Operations for the year ended December 31, 2009 and for the six months ended June 30, 2010 and notes thereto |