

SYNCHRONOSS TECHNOLOGIES INC

Form 8-K/A

March 07, 2013

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **December 27, 2012**

**SYNCHRONOSS TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**000-52049**  
(Commission File Number)

**06-1594540**  
(IRS Employer Identification No.)

**200 Crossing Boulevard, 8th Floor,**  
**Bridgewater, New Jersey**  
(Address of principal executive offices)

**08807**  
(Zip Code)

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

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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))
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**EXPLANATORY NOTE**

On December 27, 2012, Synchronoss Technologies, Inc. ( Synchronoss or the Company ) filed a Current Report on Form 8-K (the Initial Form 8-K ) reporting the acquisition by Synchronoss Technologies Ireland, Ltd. ( Synchronoss Ireland ), a wholly owned subsidiary of Synchronoss, of Newbay Software Limited ( Newbay ). This amendment to the Initial Form 8-K amends and supplements the 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 Newbay as of December 31, 2010 and 2011 and for the years ended December 31, 2010 and 2011 and accompanying consolidated notes are included as Exhibit 99.1 to this Current Report on Form 8-K/A.

The Unaudited Condensed Consolidated Financial Statements of Newbay as of September 30, 2012 and for the nine-month periods ended September 30, 2011 and 2012 and accompanying consolidated notes are included as Exhibit 99.2 to this Current Report on Form 8-K/A.

**(b) Pro Forma Financial Information**

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

(i) Unaudited Pro Forma Condensed Consolidated Combined Balance Sheet as of September 30, 2012

(ii) Unaudited Pro Forma Condensed Consolidated Combined Statements of Operations for the year ended December 31, 2011 and the nine-month period ended September 30, 2012

(iii) Notes to the Unaudited Pro Forma Condensed Consolidated Combined Financial Statements

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(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
2.1	Share Purchase Agreement by and among Synchronoss Technologies Ireland, Ltd and Research in Motion Ltd, dated as of December 24, 2012, incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 2012.
23	Consent of Deloitte & Touche
99.1	Consolidated Financial Statements of Newbay as of December 31, 2010 and 2011 and for the years ended December 31, 2010 and 2011 and consolidated notes thereto
99.2	Unaudited Condensed Consolidated Financial Statements of Newbay as of September 30, 2012 and for the nine months ended September 30, 2011 and 2012 and consolidated notes thereto
99.3	Unaudited Pro Forma Condensed Consolidated Combined Balance Sheet as of September 30, 2012 and Unaudited Pro Forma Condensed Consolidated Combined Statement of Operations for the year ended December 31, 2011 and for the nine months ended September 30, 2012 and notes thereto

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**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: March 7, 2013

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

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**SYNCHRONOSS TECHNOLOGIES, INC.**

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS**

**(In thousands)**

**EXHIBITS INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Consolidated Financial Statements of Newbay as of December 31, 2010 and 2011 and for the years ended December 31, 2010 and 2011 and consolidated notes thereto
99.2	Unaudited Condensed Consolidated Financial Statements of Newbay as of September 30, 2012 and for the nine months ended September 30, 2011 and 2012 and consolidated notes thereto
99.3	Unaudited Pro Forma Condensed Consolidated Combined Balance Sheet as of September 30, 2012 and Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2011 and for the nine months ended September 30, 2012 and notes thereto