

INTELLISYNC CORP
Form PREM14A
December 09, 2005
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant x
Filed by a Party other than the Registrant o
Check the appropriate box:

- x Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- o Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to Rule §240.14a-12

INTELLISYNC CORPORATION

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- o No fee required.
- x Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)	Title of each class of securities to which transaction applies: Common Stock, par value \$0.001 per share, of Intellisync Corporation (Intellisync common stock)
(2)	Aggregate number of securities to which transaction applies: 67,492,114 shares of Intellisync common stock 13,206,827 options to purchase shares of Intellisync common stock with exercise price less than \$5.25
(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): The filing fee was determined based upon the sum of (A) 67,492,114 shares of Intellisync common stock multiplied by \$5.25 per share, and (B) options to purchase 13,206,827 shares of Intellisync common stock with exercise prices less than \$5.25, multiplied by \$2.66 per share (which is the difference between \$5.25 and the weighted average exercise price per share). In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), the filing fee was determined by multiplying \$0.000107 by the sum of the preceding sentence.
(4)	Proposed maximum aggregate value of transaction: \$389,463,758.32
(5)	Total fee paid: \$41,672.62
- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for
which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the
Form or Schedule and the date of its filing.

(1)	Amount Previously Paid:
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- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

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Dear Stockholder:

You are cordially invited to attend a special meeting of the stockholders of Intellisync Corporation, which will be held on _____, at _____ local time, at Intellisync's executive offices at 2550 North First Street, Suite 500, San Jose, California 95131. A notice of the special meeting and a proxy statement for the special meeting are attached and a proxy card for the special meeting is enclosed. All holders of the outstanding shares of our common stock as of December 8, 2005, which is the record date for the special meeting, will be entitled to notice of and to vote at the special meeting.

At the special meeting, you will be asked to consider and vote upon a proposal to adopt an Agreement and Plan of Merger, dated as of November 15, 2005, among Nokia Inc., Jupiter Acquisition Corporation (a wholly owned subsidiary of Nokia) and Intellisync providing for the merger of Jupiter Acquisition Corporation into Intellisync, with Intellisync surviving the merger and becoming a wholly owned subsidiary of Nokia. For your reference, a copy of the merger agreement is attached to the enclosed proxy statement as Annex A.

If the merger agreement is adopted by our stockholders and the merger is completed, all outstanding shares of Intellisync common stock will be cancelled and you will receive \$5.25 in cash for each share of our common stock that you own at the effective time of the merger (except for shares held by stockholders who have perfected their dissenters' rights of appraisal under Delaware law). The cash you receive in the merger in exchange for your shares of Intellisync common stock will be subject to U.S. federal income tax and also may be taxed under applicable state, local and foreign tax laws.

After careful consideration, the Intellisync board of directors has unanimously determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable, fair to and in the best interests of Intellisync and its stockholders and has unanimously approved the merger agreement. Our board of directors unanimously recommends that you vote FOR adoption of the merger agreement. In reaching its determination, the Intellisync board of directors considered a number of factors described more fully in the accompanying proxy statement.

We encourage you to read the accompanying proxy statement, which provides you with detailed information about the special meeting and the merger. Please give this material your careful attention and consideration. You may also obtain more information about us from documents we have filed with the Securities and Exchange Commission. These documents are also available on our website at www.intellisync.com. Our common stock is traded on The Nasdaq National Market under the symbol SYNC. On _____, the closing price per share of Intellisync common stock was \$ _____ per share.

Because the adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Intellisync common stock entitled to vote, a failure to vote will have the same effect as a vote against the merger. Each of our executive officers and directors has entered into an agreement with Nokia to vote all shares of our common stock held by him or her in favor of the adoption of the merger agreement. As of the record date, these executive officers and directors owned or controlled approximately 4.52% of the outstanding shares of our common stock.

Stockholders with questions about the merger agreement, the merger or other transactions or matters described in the attached proxy statement may contact our agent, InvestorCom, Inc. at (800) 503-3375.

Your vote is very important. Whether or not you plan to attend the meeting, please complete, sign, date and mail promptly the accompanying proxy card in the enclosed return envelope, which requires no postage if mailed in the United States, or vote using the telephone or Internet using the instructions on the proxy card. This will ensure the presence of a quorum at the meeting. If you attend the meeting, you may vote in person if you wish to do so even if you have previously sent in your proxy card or voted by telephone or Internet.

Thank you for your cooperation and continued support.

Very truly yours,
Woodson (Woody) Hobbs
President and Chief Executive Officer

This proxy statement is dated _____, and is first being mailed to stockholders on or about _____.

No persons have been authorized to give any information or to make any representations other than those contained in this proxy statement and, if given or made, the information or representations must not be relied upon as having been authorized by us or any other person. You should not assume that the information contained in this proxy statement is accurate as of any date other than the date of this proxy statement, and the mailing of this proxy statement to stockholders shall not create any implication to the contrary.

INTELLISYNC CORPORATION

**2550 North First Street, Suite 500
San Jose, California 95131**

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF INTELLISYNC

To Be Held on

To our Stockholders:

A special meeting of the stockholders of Intellisync Corporation, a Delaware corporation, will be held on _____, at _____ local time, at Intellisync's executive offices at 2550 North First Street, Suite 500, San Jose, California 95131 for the following purposes:

1. To adopt an Agreement and Plan of Merger, dated as of November 15, 2005, that was entered into by and among Nokia Inc., Jupiter Acquisition Corporation (a wholly owned subsidiary of Nokia), and Intellisync (which proposal we refer to in this proxy statement as Proposal No. 1);
2. To grant the persons named as proxies discretionary authority to vote to adjourn or postpone the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes for Proposal No. 1 for the adoption of the merger agreement (which proposal we refer to in this proxy statement as Proposal No. 2); and
3. To transact such other business as may properly come before the special meeting or any adjournment or postponement of the special meeting.

These proposals are more fully described in the accompanying proxy statement, and we have included a copy of the Agreement and Plan of Merger as Annex A to this proxy statement. You may also obtain more information about Intellisync from documents we have filed with the Securities and Exchange Commission. Only stockholders of record at the close of business on December 8, 2005 will be entitled to notice of, and to vote at, such special meeting or any adjournments or postponements of the special meeting.

The board of directors of Intellisync has unanimously determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable, fair to and in the best interests of Intellisync and our stockholders and has unanimously approved and adopted the merger agreement. Our board of directors unanimously recommends that you vote for adoption of the merger agreement. The terms of the merger agreement and the merger are more fully described in the accompanying proxy statement, which we urge you to read carefully in its entirety. The board of directors of Intellisync also recommends that you expressly grant the authority to the persons named as proxies to vote your shares to adjourn or postpone the special meeting, if necessary, to permit the further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement. We are not aware of any other business to come before the special meeting.

The adoption of the merger agreement requires the approval of holders of a majority of Intellisync's outstanding common stock at the close of business on the record date. Under Delaware law, stockholders have the right to dissent from the merger and obtain payment in cash of the fair value of their Intellisync common stock. In order to perfect and exercise appraisal rights, stockholders must give written demand for appraisal of their shares before the taking of the vote at the special meeting and must not vote to adopt the merger agreement. A copy of the applicable Delaware statutory provisions is included as Annex C to the

accompanying proxy statement, and a summary of these provisions can be found under Rights of Appraisal on page 55 in the accompanying proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS
Woodson (Woody) Hobbs
President and Chief Executive Officer
Intellisync Corporation

San Jose, California

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following questions and answers are provided for your convenience, and briefly address some commonly asked questions about the proposed merger and the Intellisync special meeting of stockholders. You should still carefully read this entire proxy statement, including each of the annexes.

Q: What will I receive for my Intellisync common stock in the merger?

A: Upon completion of the merger, you will receive \$5.25 in cash, without interest, for each share of our common stock that you own (except to the extent you properly exercise your appraisal rights under Delaware law). After the merger closes, Nokia will arrange for a letter of transmittal to be sent to each of our stockholders. The merger consideration will be paid to each stockholder once that stockholder submits the completed letter of transmittal, properly endorsed stock certificates and any other required documentation.

Q: What vote is required for Intellisync stockholders to adopt the merger agreement?

A: In order for the merger to be approved, holders of a majority of our outstanding common stock must vote FOR adoption of the merger agreement. Executed proxies returned to Intellisync but not marked to indicate your voting preference will be counted as votes FOR adoption of the merger agreement.

Q: How does Intellisync's board of directors recommend that I vote?

A: After careful consideration, the board of directors of Intellisync has unanimously determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable, fair to and in the best interests of Intellisync and its stockholders and has unanimously approved and adopted the merger agreement. Our board of directors unanimously recommends that you vote FOR adoption of the Agreement and Plan of Merger and FOR granting the authority to the persons named as proxies to vote your shares to adjourn or postpone the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes for the adoption of the merger agreement.

Q: Why is our board of directors recommending that I vote to adopt the merger agreement?

A: In forming its belief that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable, fair to and in the best interests of our stockholders, our board of directors considered a number of relevant factors. To review the background of the merger and our board of directors' reasons for recommending the merger in greater detail, see pages 21-24.

Q: What do I need to do now?

A: After carefully reading this proxy statement, including its annexes, we urge you to respond by voting your shares through one of the following means:

- *by mail*, by completing, signing, dating and mailing each proxy card or voting instruction card and returning it in the envelope provided;
- *via telephone*, using the toll-free number listed on each proxy card (if you are a registered stockholder, meaning that you hold your stock in your name) or voting instruction card (if your shares are held in street name, meaning that your shares are held in the name of a broker, bank or other nominee, and your bank, broker or nominee makes telephone voting available);

- *via the Internet*, at the address provided on each proxy card (if you are a registered stockholder) or voting instruction card (if your shares are held in street name and your bank, broker or nominee makes Internet voting available); or
- *by person*, by attending the special meeting and submitting your vote in person.

Q: If my shares are held in street name by my broker, will my broker vote my shares for me?

A: Yes, but only if you provide instructions to your broker on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Without those instructions, your shares will not be voted, which will have the same effect as voting against the merger.

Q: What if I don't vote?

A: If you fail to vote, it will have the same effect as a vote against the merger. If you submit your executed proxy but fail to indicate how you want to vote on the merger, your proxy will be counted as a vote in favor of the merger. If you submit your proxy and indicate that you are abstaining from voting, your proxy will have the same effect as a vote against the merger.

Q: Can I change my vote after I have submitted my proxy?

A: Yes. You can change your vote at any time before your proxy is voted at the special meeting. If you are a registered stockholder, you may revoke your proxy by notifying our Secretary in writing or by submitting a new proxy by mail, telephone or the Internet, in each case, dated after the date of the proxy being revoked. In addition, your proxy may be revoked by attending the special meeting and voting in person (you must vote in person, simply attending the special meeting will not cause your proxy to be revoked). If you hold your shares in street name and you have instructed a broker to vote your shares, these options for changing your vote do not apply, and you must instead follow the instructions received from your broker to change your vote.

Q: What does it mean if I get more than one proxy card or voting instruction card?

A: If your shares are registered differently and are in more than one account, you will receive more than one card. Please complete and return all of the proxy cards and voting instruction cards you receive (or submit your proxy by telephone or the Internet, if available to you) to ensure that all of your shares are voted.

Q: Will I owe taxes as a result of the merger?

A: If you are a U.S. holder, for U.S. federal income tax purposes, the exchange of your shares of Intellisync common stock for cash pursuant to the merger will be treated as a taxable exchange by you. Accordingly, you will recognize a gain or loss equal to the difference between the amount of cash you receive and your adjusted tax basis in your shares of Intellisync common stock for U.S. federal income tax purposes. If you are a non-U.S. holder of our common stock, the merger will generally not be a taxable transaction to you under U.S. federal income tax laws unless you have certain connections to the United States. We recommend that you read the section entitled "Material U.S. Federal Income Tax Consequences" in this proxy statement on page 36 for a more detailed explanation of the tax consequences of the merger. You are urged to consult your tax advisor regarding the specific tax consequences of the merger applicable to you in light of your particular circumstances.

Q: Should I send in my stock certificates now?

A: No. If the merger agreement is adopted by our stockholders, shortly after the merger is completed, you will receive a letter of transmittal with instructions informing you how to send in your stock certificates to the exchange agent in order to receive the per-share cash amount. You should use the letter of transmittal to exchange stock certificates for the merger consideration to which you become entitled as a result of completion of the merger. You will receive your cash payment as soon as practicable after the exchange agent receives your Intellisync stock certificates and any completed documents required in the instructions. **Please do not send any stock certificates with your proxy.**

Q: When do you expect the merger to be completed?

A: For the merger to occur, the merger agreement must be adopted by our stockholders. If the stockholders adopt the merger agreement, we expect to complete the merger as promptly as practicable following the special meeting, subject to the closing conditions contained in the merger agreement. We currently anticipate that the closing of the merger will occur in the first calendar quarter of 2006, if we have received by that time the requisite stockholder approvals and antitrust regulatory approvals from authorities in the United States, Germany, Ireland, Italy and the Slovak Republic. We are also seeking approvals from antitrust authorities in certain other jurisdictions which are not conditions to closing of the merger.

Q: Who will own Intellisync after the merger?

A: After the merger, Intellisync will be a wholly owned subsidiary of Nokia. Upon completion of the merger, stockholders of Intellisync will no longer have any equity or ownership interest in Intellisync.

Q: Who can help answer my other questions?

A: If you have more questions about the merger, need assistance in voting your shares or need additional copies of this proxy statement or the enclosed proxy card, you should contact our proxy solicitor:

InvestorCom, Inc.
110 Wall Street
New York, NY 10005
(800) 503-3375

SUMMARY

The following summary highlights selected information from this proxy statement and may not contain all of the information that may be important to you. Accordingly, we encourage you to read carefully this entire proxy statement, its annexes and the documents referred to or incorporated by reference in this proxy statement. The merger agreement, which is the legal document that governs the terms of the merger, is attached as Annex A to this proxy statement. You may obtain the information incorporated by reference into this proxy statement without charge by following the instructions in the section entitled "Where You Can Find Additional Information" that begins on page 59 of this proxy statement.

The Parties to the Merger (Page 14)

Intellisync Corporation

2550 North First Street, Suite 500
San Jose, CA 95131
Phone: (408) 321-3835

Intellisync Corporation develops, markets and supports desktop, enterprise and mobile carrier-class software that enables consumers, business executives and information technology professionals to extend the capabilities of enterprise groupware and vertical applications, data-enabled mobile devices and other personal communication platforms. The primary software applications we develop and market include push-email, data synchronization and systems management software. Our software also enables organizations to search, find, match and synchronize identity data within their computer systems and network databases. Intellisync was incorporated in California on August 27, 1993, and subsequently reincorporated in Delaware on November 27, 1996. Our common stock is quoted on The Nasdaq National Market under the symbol SYNC. Our website can be accessed at www.intellisync.com. The information on Intellisync's website is not a part of this proxy statement.

Nokia Inc.

Attention: Legal Services
6000 Connection Drive
Irving, TX 75039
Phone: (972) 894-5000

Nokia Inc. (which we refer to in this proxy statement as Nokia) is a subsidiary of Nokia Corporation. Nokia Corporation is the world's largest manufacturer of mobile devices and a leader in mobile networks. Nokia Corporation connects people to each other and the information that matters to them with mobile devices and solutions for voice, data, imaging, games, multimedia and business applications. Nokia Corporation also provides equipment, solutions and services for operator and enterprise customers. Nokia Corporation's principal executive office is located at Keilalahdentie 4, P.O. Box 226, FIN-00045 Nokia Group, Espoo, Finland and their telephone number is +358 (0) 7 1800-8000. Nokia's website can be accessed at www.nokia.com. The information on Nokia's website is not a part of this proxy statement.

Jupiter Acquisition Corporation

c/o Nokia Inc.
Attention: Legal Services
6000 Connection Drive
Irving, TX 75039
Phone: (972) 894-5000

Jupiter Acquisition Corporation is a Delaware corporation and a wholly owned subsidiary of Nokia Inc. Jupiter Acquisition was organized solely for the purpose of entering into the merger agreement and completing the transactions contemplated by the merger agreement. It has not conducted any activities to

date other than activities incidental to its formation and in connection with the transactions contemplated by the merger agreement.

The Merger (Page 15)

You are being asked to vote to adopt a merger agreement providing for the acquisition of Intellisync by Nokia. In the merger, Jupiter Acquisition will merge into Intellisync, with Intellisync surviving the merger and becoming a wholly owned subsidiary of Nokia. A copy of the merger agreement is attached to this proxy statement as Annex A. We urge you to read it carefully and in its entirety.

Merger Consideration. If the merger is completed, each share of Intellisync common stock that you own will be converted into the right to receive \$5.25 in cash, without interest (unless you exercise your appraisal rights under Delaware law).

Treatment of Stock Options. The merger agreement provides that all outstanding vested stock options and all outstanding stock options held by persons who are not Intellisync employees will be converted into the right to receive a cash payment (rounded down to the nearest whole cent, and less required withholding taxes) equal to the amount, if any, by which \$5.25 exceeds the exercise price per share for each share of our common stock subject to the option (giving effect to any acceleration of vesting resulting from the merger), multiplied by the number of shares issuable upon the exercise in full of the option. All other unvested stock options will be converted into nonqualified options to acquire common stock of Nokia Corporation, subject to certain modifications of terms, unless Nokia determines that option conversion is not in the best interests of Intellisync, Nokia or the applicable optionholder, in which case, the applicable option may, in Nokia's sole discretion, be converted into the right to receive a cash payment as provided above. See *The Merger The Merger Agreement Treatment of Our Common Stock, Options and Stock Purchase Plan in the Merger* on Page 40.

Board Recommendation (Page 24)

After careful consideration, our board of directors has unanimously determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable, fair to and in the best interests of Intellisync and our stockholders and unanimously recommends that Intellisync's stockholders vote FOR the adoption of the merger agreement.

Intellisync's Reasons for the Merger (Page 21)

Our board of directors consulted with senior management and Intellisync's financial and legal advisors and considered a number of factors that are identified in further detail beginning on page 21 in reaching its decisions to approve the merger agreement and the transactions contemplated by the merger agreement, and to recommend that Intellisync stockholders vote FOR adoption of the merger agreement. Some of those factors include:

- The merger consideration of \$5.25 per share, without interest, to be received by our stockholders, which represents a premium of approximately 20.6% over the average closing price of Intellisync common stock during the one month period ending November 4, 2005, which was the last trading day prior to the impact of rumors of a potential bid by a third party other than Nokia; a premium of approximately 57.0% over the average closing price of Intellisync common stock during the six-month period ending November 4, 2005 and a premium of approximately 81.8% over our average closing price of Intellisync common stock during the one year period ending November 4, 2005;

the increase in the trading price of our common stock from the closing price of \$4.34 on November 4, 2005 to the closing price of \$5.54 on November 15, 2005 and the belief of our board of directors that the increase may have resulted from rumors about a potential sale of Intellisync;

- The form of merger consideration, consisting solely of cash, which provides certainty of value to our stockholders;
- The process through which Intellisync, with the assistance of its financial advisors, engaged in or sought to engage in discussions with companies believed to be the most likely candidates to pursue a business combination with or acquisition of Intellisync;
- The belief of our board of directors that, after extensive negotiations with Nokia and its representatives, we have obtained the highest price per share that Nokia is willing to pay and the highest price obtainable on the date of signing of the merger agreement;
- Review of information with respect to the financial condition, results of operations, business and future prospects of Intellisync;
- The potential for obtaining a superior offer from an alternative purchaser to Nokia in light of the other potential purchasers previously identified and contacted by our management or our financial advisors and the risk of losing the proposed transaction with Nokia;
- The likelihood of closing the proposed merger and risk that the merger might not be completed in a timely manner or at all;
- The merger agreement, subject to the limitations and requirements contained in the agreement, allows our board of directors to furnish information to and conduct negotiations with third parties in certain circumstances and, upon payment to Nokia of a termination fee of \$14,120,000, to terminate the merger agreement to accept a superior offer;
- The other terms and conditions of the merger agreement, including among other things the size of the termination fee and the circumstances when that fee may be payable; the limited number and nature of the conditions to Nokia's obligation to complete the merger, including (but not limited to) the absence of a financing condition and the adequacy of Nokia's capital resources to pay the merger consideration; and the definition of material adverse effect and the exceptions for what constitutes a material adverse effect for purposes of the merger agreement;

The opinion of Evercore Group Inc., which we refer to in this proxy statement as Evercore, addressed to the Intellisync board of directors that, as of November 15, 2005, the date of its opinion, and subject to the assumptions, limitations and qualifications stated in the opinion, the merger consideration to be received by the holders of our common stock (other than Intellisync and Nokia and their respective wholly owned subsidiaries and stockholders exercising dissenters' rights to appraisal) pursuant to the merger agreement was fair, from a financial point of view, to the holders of those shares, together with the analyses performed by Evercore in connection with the preparation of its opinion and presented by Evercore to the board of directors;

- The voting agreements with our officers and directors terminate in the event that we terminate the merger agreement which permits those persons to support a transaction involving a superior offer; and
- The availability of appraisal rights to holders of our common stock.

The information and factors set forth above represent some of the factors considered by the board of directors of Intellisync included in the description of the factors considered by our board of directors commencing on page 21. In view of the variety of factors considered in connection with its evaluation of the merger, our board of directors did not find it practicable to, and did not, quantify or otherwise assign relative or specific weights or values to any of these factors, and individual directors may have given different weights to different factors.

Opinion of our Financial Advisor Evercore Group Inc. (Page 25 and Annex B)

Evercore delivered its opinion to the Intellisync board of directors that, as of November 15, 2005, the date of its opinion, and based upon and subject to the assumptions, limitations and qualifications stated in the opinion, the merger consideration to be received by the holders of our common stock (other than Intellisync and Nokia and their respective wholly owned subsidiaries and stockholders exercising dissenter's rights to appraisal) pursuant to the merger agreement, was fair, from a financial point of view, to the holders of these shares of our common stock.

The opinion of Evercore is addressed to our board of directors, is directed only to the consideration to be paid under the merger agreement and does not constitute a recommendation as to how any of our stockholders should vote with respect to the merger agreement. The full text of the written opinion of Evercore, dated November 15, 2005, which sets forth the procedures followed, limitations on the review undertaken, matters considered and assumptions made in connection with the opinion, is attached as Annex B to this proxy statement. We recommend that you read the opinion carefully in its entirety.

The Special Meeting

Time, Place and Date (Page 11)

The special meeting will be held on _____, at _____, local time, at Intellisync's executive offices at 2550 North First Street, Suite 500, San Jose, California 95131. A failure to vote your shares of Intellisync common stock or an abstention will have the same effect as a vote against the adoption of the merger agreement.

Required Stockholder Approval (Page 12)

Proposal No. 1: The adoption of the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Intellisync common stock.

Proposal No. 2: The grant to the persons named as proxies discretionary authority to adjourn or postpone the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes for the foregoing Proposal No. 1 to adopt the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Intellisync common stock present in person or represented by proxy at the special meeting and entitled to vote thereon that are voted for or against Proposal No. 2.

Record Date and Quorum (Page 11)

You are entitled to vote at the special meeting if you owned shares of Intellisync common stock at the close of business on December 8, 2005, the record date for the special meeting. You will have one vote for each share of Intellisync common stock that you owned on the record date. As of the record date, there were 67,557,940 shares of our common stock outstanding and entitled to vote.

Expected Timing of the Merger (page 40)

The parties anticipate that the closing of the merger will occur in the first calendar quarter of 2006, if Intellisync and Nokia have received the requisite stockholder and regulatory approvals by that time.

Procedure for Receiving Merger Consideration (Page 41)

As soon as practicable after the effective time of the merger, an exchange agent will mail a letter of transmittal and instructions to you and the other Intellisync stockholders. The letter of transmittal and instructions will tell you how to surrender your shares in exchange for the merger consideration. **You should not return your stock certificates with the enclosed proxy card or voting instruction card, and you should not forward your stock certificates to the exchange agent without a letter of transmittal.**

Market Price of Intellisync Stock (Page 10)

Our common stock is quoted on The Nasdaq National Market under the symbol SYNC. On November 15, 2005, which was the last trading day before we announced the merger, our common stock closed at \$5.54 per share. On _____, which was the last trading day before the date of this proxy statement, our common stock closed at \$ _____ per share.

Rights of Appraisal (Page 55 and Annex C)

Delaware law provides you with appraisal rights in the merger. This means that if you comply with the procedures for perfecting appraisal rights under Delaware law, you are entitled to have the fair value of your shares determined by the Delaware Court of Chancery and to receive a cash payment based on that valuation instead of the merger consideration. The ultimate amount you receive in an appraisal proceeding may be more or less than, or the same as, the amount you would have received under the merger agreement.

To exercise your appraisal rights, you must deliver a written demand for appraisal to Intellisync before the vote on the merger agreement at the special meeting and you must not vote in favor of the adoption of the merger agreement. Your failure to follow exactly the procedures specified under Delaware law will result in the loss of your appraisal rights. A copy of the relevant provisions of the Delaware General Corporation Law is attached to this proxy statement as Annex C.

Material U. S. Federal Income Tax Consequences (Page 36)

If you are a U.S. holder of our common stock, the merger will be a taxable transaction to you. For U.S. federal income tax purposes, your receipt of cash in ex