

INTELLISYNC CORP
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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

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Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- x Definitive Proxy Statement
- o Definitive Additional Materials
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INTELLISYNC CORPORATION

(Name of Registrant as Specified In Its Charter)

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

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- x No fee required.
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INTELLISYNC CORPORATION

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

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held December 2, 2005

To the Stockholders of Intellisync:

You are invited to attend the Annual Meeting of the Stockholders of Intellisync Corporation, a Delaware corporation, or the Company, which will be held on Friday, December 2, 2005, at 9:00 a.m. local time, at the Company's executive offices at 2550 North First Street, Suite 500, San Jose, California 95131, for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect six members of the Board of Directors of the Company to hold office until the 2006 Annual Meeting of Stockholders and until their respective successors are elected and qualified.
2. To consider and vote upon the proposed amendment and restatement of the Company's 2002 Equity Incentive Plan.
3. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2006.
4. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

Only stockholders of record at the close of business on October 17, 2005 will be entitled to notice of, and to vote at, such meeting or any adjournments or postponements thereof.

BY ORDER OF THE BOARD OF DIRECTORS

Woodson (Woody) Hobbs
President and Chief Executive Officer
Intellisync Corporation

San Jose, California
November 1, 2005

YOUR VOTE IS 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.

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INTELLISYNC CORPORATION

**2550 North First Street, Suite 500
San Jose, California 95131
(408) 321-7650**

PROXY STATEMENT

2005 ANNUAL MEETING OF STOCKHOLDERS

Intellisync Corporation, or the Company, is furnishing this proxy statement and the enclosed proxy in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Meeting of Stockholders to be held on Friday, December 2, 2005, at 9:00 a.m. local time, at the Company's executive offices located at 2550 North First Street, Suite 500, San Jose, California 95131, and at any adjournments thereof, collectively, the Annual Meeting. These materials are being mailed to stockholders of the Company on or about November 1, 2005.

Stockholders Entitled to Vote; Record Date

Only holders of the Company's common stock as of the close of business on October 17, 2005, or the Record Date, are entitled to vote at the Annual Meeting. Stockholders who hold shares of the Company in street name may vote at the Annual Meeting only if they hold a valid proxy from their broker. As of the Record Date, there were 67,272,237 shares of common stock, par value \$0.001 per share, outstanding.

Each stockholder of record is entitled to one vote at the Annual Meeting for each share of common stock held by such stockholder on the Record Date. Stockholders do not have cumulative voting rights.

Quorum; Required Vote

A majority of the outstanding shares of common stock entitled to vote at the Annual Meeting must be present in person or by proxy in order for there to be a quorum at the meeting. Stockholders are counted as present at the meeting if they (1) are present in person or (2) have properly submitted a proxy card or voted by telephone or by using the Internet. Under the General Corporation Law of the State of Delaware, an abstaining vote and a broker non-vote are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting; however, broker non-votes are not deemed to be votes cast. As a result, broker non-votes are not included in the tabulation of the voting results on the election of directors or issues requiring approval of a majority of the votes cast and, therefore, do not have the effect of votes in opposition in such tabulations. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Shares that are timely voted by telephone, the Internet or a properly dated, executed and returned proxy card will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If

no specific instructions are given, the shares will be voted for the nominees to the Board of Directors listed on the proxy card and in this proxy statement, for the approval of the amendment and restatement of the 2002 Equity Incentive Plan, for the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2006 and in the proxy holder's discretion, upon such other business as may properly come before the Annual Meeting or any adjournment thereof. The Company is not aware, as of the date hereof, of any matters to be voted upon at the Annual Meeting other than those stated in this proxy statement and the accompanying Notice of Annual Meeting of Stockholders.

Under Delaware law, the Company's Restated Certificate of Incorporation and the Company's bylaws, if a quorum exists at the meeting: (a) the nominees for director who receive the greatest number of votes cast will be elected to the Board of Directors; (b) the proposal to approve the amendment and restatement of the 2002 Equity Incentive Plan will be approved if it receives the affirmative vote of the majority of the shares of common stock present or represented and entitled to vote at the Annual Meeting; and (c) the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2006 will be approved if it receives the affirmative vote of the majority of the shares of common stock present or represented and entitled to vote at the Annual Meeting. Abstentions and broker non-votes will have no impact on the election of directors since they have not been cast in favor of or against any nominee, nor will broker non-votes have any effect on the proposals to approve the amendment of the 2002 Equity Incentive Plan and to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2006, since approval of these proposals is based solely on the number of votes present or represented and entitled to vote. Abstentions are deemed to be votes cast, and have the same effect as a vote against these proposals. However, broker non-votes are not deemed to be votes cast, and therefore are not included in the tabulation of the voting results on (i) the proposal to approve the amendment and restatement of the 2002 Equity Incentive Plan and (ii) the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2006.

Voting

Voting by telephone or the Internet. A stockholder may vote his or her shares by calling the toll-free number indicated on the enclosed proxy card and following the recorded instructions or by accessing the website indicated on the enclosed proxy card and following the instructions provided. When a stockholder votes via the Internet or by telephone, his or her vote is recorded immediately. The Company encourages its stockholders to vote using these methods whenever possible.

Voting by proxy card. All shares entitled to vote and represented by properly executed proxy cards received prior to the Annual Meeting, and not revoked, will be voted at the Annual Meeting in accordance with the instructions indicated on those proxy cards. If no instructions are indicated on a properly executed proxy card, the shares represented by that proxy card will be voted as recommended by the Board of Directors. If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named as proxies in the enclosed proxy card and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. The Company does not currently anticipate that any other matters will be raised at the Annual Meeting.

Voting by attending the meeting. A stockholder may also vote his or her shares in person at the Annual Meeting. A stockholder planning to attend the Annual Meeting should bring proof of identification for entrance to the Annual Meeting. If a stockholder attends the Annual Meeting, he or she may also submit his or her vote in person, and any previous votes that were submitted by the stockholder, whether by

Internet, telephone or mail, will be superseded by the vote that such stockholder casts at the Annual Meeting.

Changing vote; revocability of proxy. If a stockholder has voted by telephone or the Internet or by sending a proxy card, such stockholder may change his or her vote before the Annual Meeting. A stockholder that has voted by telephone or the Internet may change his or her vote by making a timely and valid later telephone or Internet vote, as the case may be. Any proxy card given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. A proxy card may be revoked by (1) filing with the Secretary of the Company, at or before the taking of the vote at the Annual Meeting, a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy card relating to the same shares, or (2) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not of itself revoke a proxy). Any written notice of revocation or subsequent proxy card must be received by the Secretary of the Company prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to the Secretary of the Company or should be sent so as to be delivered to Intellisync Corporation, Attn.: Secretary of the Company at 2550 North First Street, Suite 500, San Jose, California 95131.

Expenses of Solicitation

The proxy card accompanying this proxy statement is solicited by the Board of Directors of the Company. The Company will pay all of the costs of soliciting proxies. In addition to solicitation by mail, officers, directors and employees of the Company may solicit proxies personally, or by telephone, without receiving additional compensation. The Company has retained InvestorCom, Inc. to assist in the solicitation of proxies in connection with the Annual Meeting. The Company will pay such firm customary fees, expected to be approximately \$7,000 plus expenses. The Company, if requested, will also pay brokers, banks and other fiduciaries who hold shares of Common Stock for beneficial owners for their reasonable out-of-pocket expenses of forwarding these materials to stockholders.

Stockholder Information

In compliance with Rule 14a-3 promulgated under the Exchange Act, the Company hereby undertakes to provide without charge to each person upon written request, a copy of the Company's Annual Report on Form 10-K for the year ended July 31, 2005, including the financial statements and financial schedules thereto. Requests for such copies should be directed to Intellisync Corporation, 2550 North First Street, Suite 500, San Jose, California 95131, Attention: Investor Relations.

If you share an address with another stockholder, you may receive only one set of proxy materials unless you have previously provided contrary instructions. If you wish to receive a separate set of proxy materials, please request the additional copies by contacting us as instructed in the previous sentence, or by contacting our Investor Relations Department at (408) 321-3835. Similarly, if you share an address with another stockholder and have received multiple copies of our proxy materials, you may contact us at the address or telephone number specified above to request that only a single copy of these materials be delivered to your address in the future.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

Six directors are to be elected at the Annual Meeting. Each of the nominees set forth below are current directors standing for re-election. Of the nominees for the Annual Meeting, Messrs. Keith Cornell and Terrence Valeski were elected as a director by the Company's Board of Directors, or the Board, in May 2005. If elected, each of the nominees will serve as directors until the Company's Annual Meeting of Stockholders in 2006 and until their successors are elected and qualified. The Board has the authority pursuant to the Company's bylaws to increase or decrease the size of the Board or fill any vacancies which may exist between annual meetings as qualified candidates are identified and agree to serve.

Nominees for election to the Board were recommended as candidates for re-election to the Board by the nominating and governance committee of the Company's Board. Certain information with respect to the age and background of each nominee is set forth below. Each nominee has consented to being named in this proxy statement and has agreed to serve if elected. The Board knows of no reason why any nominee should be unable or unwilling to serve. However, if any nominee(s) should for any reason be unable or unwilling to serve, the proxies will be voted for such substitute nominees as the Board may designate.

If a quorum is present and voting, the nominees for directors receiving the highest number of votes will be elected as directors. Abstentions and shares held by brokers that are present, but not voted because the brokers were prohibited from exercising discretionary authority, i.e. broker non-votes, will be counted as present for purposes of determining if a quorum is present.

Name	Position with the Company	Age	Director Since
Woodson Hobbs(1)	President, Chief Executive Officer and Director	58	2002
Michael M. Clair(2)(3)(4)(5)	Chairman of the Board	57	1994
Richard W. Arnold(2)(4)(5)	Director	57	2004
Kirsten Berg-Painter(3)	Director	45	2001
Keith Cornell(3)	Director	45	2005
Terrence Valeski(2)(4)	Director	58	2005

-
- (1) Member of stock option committee.
 - (2) Member of audit committee
 - (3) Member of compensation committee
 - (4) Member of nominating and governance committee
 - (5) Member of the special strategy committee

Mr. Hobbs became the president and chief executive officer of the Company in June 2002. He has also served as a director of the Company since joining the Company. Prior to joining the Company, Mr. Hobbs served as a consulting executive for the venture capital community, and as a strategic systems consultant to large corporations. From 1995 to 2002, Mr. Hobbs held the position of interim chief executive officer at the following companies: FaceTime Communications, a provider of instant messaging network-independent business solutions; Tradenable, Inc., an online escrow service company; BigBook, Inc., a pioneer in the online yellow pages industry; and I/PRO Corporation, a leader in quantitative measurement of Web site usage. From 1993 to 1994, Mr. Hobbs served as chief executive officer of Tesseract Corporation, a human resources outsourcing and software company. Mr. Hobbs spent the early part of his career with Charles Schwab Corporation, a securities brokerage and financial service company, as chief information officer and with Service Bureau, a division of International Business Machines Corporation,

or IBM, the world's largest information technology company, as one of the developers and the director of operations of Online Focus, an online credit union system that ultimately served over 20 million members.

Mr. Clair became a director of the Company in December 1994 and has served as chairman of the board of the Company since March 1995. Since June 1995, Mr. Clair has served as an independent financial consultant. Mr. Clair was a founder of SynOptics Communications (now Nortel Networks), a computer networking company, and from January 1987 to November 1992, served as vice president of sales and marketing and then as senior vice president of sales and customer service of SynOptics. Mr. Clair has more than 30 years of experience in data processing, data and voice communications and local area networking, as well as various wireless technologies. He spent the early part of his career with Tymshare, Inc., a computer time-sharing company, and ROLM, a manufacturer of digital PBX equipment, in a variety of sales and marketing positions. He holds a BS degree in business and an MBA degree from the University of Buffalo. Mr. Clair is a director of several private companies.

Mr. Arnold became a director of the Company in May 2004. Since June 2001, Mr. Arnold has served as founding partner of Committed Capital Proprietary Limited, a private equity investment company based in Sydney, Australia. From August 1999 to May 2001, Mr. Arnold served as executive director of Consolidated Press Holdings Limited, also a private investment company based in Sydney. Previously, Mr. Arnold served as managing director of TD Waterhouse Australia, a securities dealer; as chief executive officer of Integrated Decisions and Systems, Inc., an application software company; as managing director of Eagleroo Proprietary Limited, a corporate advisor company; and in various capacities with Charles Schwab & Company, Inc., a securities and financial services brokerage, including serving as chief financial officer and as executive vice president Strategy and Corporate Development. Mr. Arnold holds a BS degree in psychology from Stanford University.

Ms. Berg-Painter became a director of the Company in August 2001. Since November 2000, Ms. Berg-Painter has served as an independent marketing consultant. From July 1998 to October 2000, Ms. Berg-Painter served as senior vice president of worldwide marketing at Clarify, Inc., an enterprise customer relationship management, or CRM, company. From 1989 to 1998, Ms. Berg-Painter served in various capacities with Aspect Communications Corporation, a provider of customer relationship portals, last serving as general manager and vice president of one of its product divisions. Previously, Ms. Berg-Painter served as director of product marketing for AST Research, Inc., a personal computer manufacturer, and as director of marketing for Syntellect, Inc., a provider of call-center technology and hosted service solutions. Ms. Berg-Painter began her career at IBM where she held various systems engineering and marketing positions. She holds a BA degree in business and economics from University of California, Los Angeles and attended business school at Norges Handelshøyskolen in Bergen, Norway.

Mr. Cornell is a UK chartered director and became a director of the Company in May 2005. Since 2002, Mr. Cornell has served as chief executive officer of Empower Interactive Ltd., a private specialized messaging platform company working globally with mobile operators. From 2001 to 2002, Mr. Cornell served as president of British Telecom Wireless plc., a mobile telecommunications company, for its Europe operations and in the same position in its spin-off, O2. Between May and October 2001, he served as interim chief executive officer for British Telecom's Viag Intercom unit in Germany. From 1999 to 2001, Mr. Cornell worked for Firstmark Communications, a Pan-European broadband company, as a senior vice president of business development. From 1995 to 1999, Mr. Cornell served in various capacities including as executive director and vice president of international operations with Vodafone Airtouch International, Ltd. Previously, Mr. Cornell served as director or senior manager for various companies including Airtouch Communications, Inc., a wireless communications company, and Marakon Associates, a value-based strategy consultancy firm. He holds a BS degree in engineering from Harvey Mudd College and an MBA degree from Carnegie Mellon University.

Mr. Valeski became a director of the Company in May 2005. From 2000 to 2005, Mr. Valeski served as chief executive officer and managing director of Eurotel Praha, a leading provider of wireless voice and data services in the Czech Republic. From 1997 to November 2000, Mr. Valeski served in various capacities with British Telecommunications plc (BT), a United Kingdom telecommunications company, as director for mobile marketing outside UK and later as chief operating officer and chief marketing officer for BT's other divisions or joint ventures such as Telfort, Blu and BT Wireless in Holland and Italy. From 1994 to 1997, Mr. Valeski worked for Pacific Bell Mobile Services, a diversified telecommunications company, as a senior vice president and later as president and general manager. Previously, Mr. Valeski served as senior vice president of sales and marketing for various companies including Atari Corporation, a manufacturer of video games; Mattel, Inc., the world's largest toy company; Teledyne WaterPik, Inc., a diversified manufacturing company; and J. Walter Thompson Company, a New York-based advertising agency. He holds an EA degree in liberal arts from the University of Arizona. Mr. Valeski is a director of several private companies.

Board Meetings and Committees

During the fiscal year ended July 31, 2005, the Board held seven (7) meetings. No directors attended fewer than 75 percent of the total number of meetings of the Board or committees of the Board held in the fiscal year ended July 31, 2005 which such directors were eligible to attend.

The Board has an audit committee, a compensation committee, a stock option committee and a nominating and governance committee.

Audit Committee. The audit committee's functions are to: monitor the corporate financial reporting and the internal and external audits of the Company; provide to the Board the results of its examinations and recommendations derived therefrom; outline to the Board improvements made, or to be made, in internal accounting controls; appoint, compensate and oversee the Company's independent registered public accounting firm; supervise the finance function of the Company (including, among other matters, the Company's investment activities); to engage and compensate independent counsel and other advisors as it deems necessary to carry out its duties, to the extent permitted under applicable laws, rules and regulations, and the Company's bylaws and certificate of incorporation; delegate to one or more members of the audit committee the authority to grant pre-approvals of audit services and non-audit services provided such decisions are presented to the full audit committee at regularly scheduled meetings; and provide the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters which require the attention of the Board. The audit committee undertakes those specific duties and other responsibilities listed in the audit committee's charter, and such other duties as the Board from time to time may prescribe. See also Report of the Audit Committee of the Board of Directors below. During the fiscal year ended July 31, 2005, the audit committee held four (4) meetings. During the fiscal year ended July 31, 2005, each of Messrs. Arnold, Berg-Painter, Clair, Valeski and Praisner were members of the Audit Committee. Ms. Berg-Painter resigned from the Audit Committee on August 25, 2004 and Mr. Praisner resigned from the Audit Committee on July 1, 2005. The Audit Committee currently consists of Messrs. Arnold, Clair and Valeski. The Board has determined that Mr. Arnold is the audit committee's financial expert, as defined under Section 407 of the Sarbanes-Oxley Act of 2002 and the rules promulgated by the Securities and Exchange Commission, or SEC, in furtherance of Section 407. The Board has also determined that Messrs. Arnold, Clair and Valeski are each independent of the Company and its management under the rules of the Nasdaq Stock Market. The audit committee adopted a written charter in September 2004, a copy of which is available on our website at www.intellisync.com.

Compensation Committee. The compensation committee's primary function is to review and approve individual elements of total compensation for the Company's chief executive officer and other executive officers, including base salary, incentive awards, stock grants and any other long-term incentive awards. In

addition, as appropriate, the compensation committee reviews and approves employment and other agreements affecting the chief executive officer and other executive officers. Other functions of the compensation committee include the administration and review of the Company's incentive compensation and other equity-based compensation plans. The members of the compensation committee are Ms. Berg-Painter and Messrs. Clair and Cornell. During the fiscal year ended July 31, 2005, the compensation committee held three (3) meetings. The compensation committee adopted a written charter in September 2004, a copy of which is available on our website at www.intellisync.com.

Stock Option Committee. The stock option committee consisted of Mr. Hobbs for the fiscal year ended July 31, 2005. The stock option committee held no meetings during the fiscal year and typically takes action by written consent. This committee is primarily responsible for approving all stock option grants of 100,000 shares or fewer to new and continuing employees (other than executive officers). Provided Mr. Hobbs is re-elected as a member of the Board, Mr. Hobbs will continue to serve as the sole member of the stock option committee for the fiscal year ending July 31, 2006.

Nominating and Governance Committee. The nominating and governance committee consisted of Messrs. Arnold, Clair and Valeski for the fiscal year ended July 31, 2005. The Board has determined that each of the members of the nominating and governance committee is independent of the Company and its management under the rules of the Nasdaq Stock Market. The nominating and governance committee's functions are to identify, evaluate and recommend to the Board candidates to serve as members of the Board, including filling any vacancies, recommend to the Board directors for appointment to its committees, conduct an annual evaluation of the performance of the Board, make recommendations to the Board regarding issues of management succession, periodically review and assess the Company's corporate governance policies in light of the applicable legal requirements and recommend to the Board appropriate modifications, if any, and perform such other duties and responsibilities as may be assigned to the committee by the Board. The nominating and governance committee was established in May 2004. During the fiscal year ended July 31, 2005, the nominating and governance committee held two (2) meetings. Nominees for the Annual Meeting were evaluated at a meeting of the nominating and governance committee held on October 12, 2005. The nominating and governance committee adopted a written charter in September 2004, a copy of which is available on our website at www.intellisync.com.

In evaluating and determining whether to recommend a person as a candidate for election or re-election as a director, the nominating and governance committee's criteria reflects the requirements of rules recently adopted by the Nasdaq Stock Market with respect to independence and the following factors: the needs of the Company with respect to the particular talents and experience of its directors; personal and professional integrity of the candidate; level of education and/or business experience; broad-based business acumen; the level of understanding of the Company's business and industry; strategic thinking and a willingness to share ideas; and diversity of experiences, expertise and background. The nominating and governance committee will use these criteria to evaluate all potential nominees.

The nominating and governance committee will consider proposed nominees for director whose names are submitted to it by any stockholder entitled to vote in the election of directors. The nominating and governance committee does not have and has not adopted a formal process for considering nominees of stockholders because it believes that its information consideration process has been adequate. The nominating and governance committee intends to periodically review whether a more formal process should be adopted. Stockholder nominations for director, however, must comply with the notice provisions of the Company's bylaws. Generally, a stockholder nomination for a director must be received at the Company's principal executive offices not less than 120 days in advance of the date that the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting.

Special Strategy Committee. The special strategy committee was established on August 9, 2005 and currently consists of Messrs. Clair, Hobbs and Arnold, with Mr. Arnold serving as chairman of the special

strategy committee. The function of the special strategy committee is to analyze and explore business alternatives that may be available to the Company and provide recommendations to the Board regarding its review of such business alternatives.

Vote Required and Board of Directors Recommendation

If a quorum representing a majority of all outstanding shares of common stock is present and voting, either in person or by proxy, the six nominees for director receiving the highest number of for votes will be elected. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum. Abstentions and broker non-votes, on the other hand, will have no effect on the outcome of the vote.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE NOMINEES NAMED ABOVE.

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PROPOSAL NO. 2

APPROVAL OF THE AMENDED AND RESTATED 2002 EQUITY INCENTIVE PLAN

The stockholders are being asked to approve the Company's amended and restated 2002 Equity Incentive Plan (the "2002 Plan"), which was formerly known as the 2002 Equity Incentive Plan. The Board believes that the fundamental objectives of a long-term incentive compensation program are to align the interests of management and the stockholders and to create long-term shareholder value. The Board believes that the amended and restated 2002 Plan increases the Company's ability to achieve these objectives by allowing for the grant of restricted stock units in addition to stock options, which will help us recruit, reward, motivate and retain talented personnel. Recent changes in the equity compensation accounting rules, which became effective for us on July 1, 2005, also make it important for us to have greater flexibility under the 2002 Plan. As the new equity compensation accounting rules come into effect, competitive equity compensation practices may change materially, especially as they pertain to the use of equity compensation vehicles other than stock options. In October 2005, the Board approved the amended and restated 2002 Plan, subject to the approval of a majority of the shares of the Company's Common Stock that are present in person or by proxy and entitled to vote at the Annual Meeting. If the stockholders approve the amended and restated 2002 Plan, it will replace the current version of the 2002 Plan. Otherwise, the current version of the 2002 Plan will remain in effect. Our named executive officers and directors have an interest in this proposal.

Changes being made to the 2002 Plan

The following is a summary of the material changes proposed to be made to the 2002 Plan:

- The current 2002 Plan allows for the grant of stock options. The proposed amended 2002 Plan would also permit the award of restricted stock units. Restricted stock units are rights to acquire or purchase shares of Company common stock that vest in accordance with the terms and conditions established by the administrator of the 2002 Plan.
- The proposed amended 2002 Plan would establish new annual limitations on the number of stock options and restricted stock units that may be granted to any participant in the 2002 Plan in any single fiscal year. If the 2002 Plan is amended and restated as proposed: (i) no participant will be able to be granted options covering more than 1,000,000 shares during any of the Company's fiscal years; and (ii) no participant will be granted more than 500,000 shares of restricted stock units during any fiscal year.
- The proposed amended 2002 Plan would also allow the administrator of the 2002 Plan to grant options and restricted stock units under the amended 2002 Plan to qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code.

The proposed amended 2002 Plan does not differ from the current version of the 2002 Plan in any other material respect. The Company expects that under the proposed amended 2002 Plan, as was the case prior to the proposed amendment, the majority of all options granted thereunder will vest over a four year period; with 1/4th of the shares subject to such options vesting in one year and 1/48th of the total number of shares subject to such options vesting each full month thereafter, provided that the optionee remains a service provider to the Company on each such date.

General

In 2002, the Board unanimously adopted and the stockholders approved the 2002 Plan. On October 27, 2005 the Board, subject to stockholder approval, approved an amendment to the 2002 Plan to allow for the grant of restricted stock units in addition to stock options. As of October 17, 2005, there were 1,257,148 shares available for future grant under the 2002 Plan. The purpose of the proposed amendment

is to allow for greater flexibility in the types of incentive compensation available for grant under the 2002 Plan. The ability to grant stock options and restricted stock units as proposed under the amended and restated 2002 Plan is vital to the Company's ability to attract and retain outstanding and highly skilled individuals in the competitive labor markets in which the Company competes. Such awards also are crucial to our ability to motivate employees to achieve the Company's goals. For the reasons stated above, the stockholders are being asked to approve the amended and restated 2002 Plan and the Board recommends that the stockholders approve the proposed amendment and restatement of the 2002 Plan.

Description of the 2002 Equity Incentive Plan

The following summary of the 2002 Plan, as proposed to be amended, is qualified in its entirety by the specific language of the 2002 Plan, a copy of which is included as *Appendix A* to this proxy statement.

General. The 2002 Plan was established to attract, retain and reward persons providing services to the Company and to its eligible parent or subsidiary corporations, and to motivate such persons to contribute to the growth and profits of the Company in the future. The 2002 Plan provides for grants to employees (including officers and employee directors) of the Company or a parent or subsidiary of the Company of incentive stock options within the meaning of Section 422 of the Internal Revenue Code and for grants of nonstatutory stock options and restricted stock units to officers, employees, directors and consultants (including non-employee directors) of the Company or a parent or subsidiary of the Company (collectively referred to as an Award or Awards). See Summary of Federal Income Tax Consequences of the 2002 Equity Incentive Plan below for information concerning the tax treatment of Awards. The 2002 Plan is not a qualified deferred compensation plan under Section 401(a) of the Code, and is not subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended. Benefits to be granted under the 2002 Plan are not determinable.

Options. The administrator is able to grant nonqualified stock options and incentive stock options under the 2002 Plan. The administrator will determine the number of shares subject to each option, but no participant will be granted options covering more than 1,000,000 shares during any of the Company's fiscal years. With respect to a participant's first year of service with us, however, options covering no more than an additional 1,000,000 shares may be granted.

Restricted Stock Units. Assuming the stockholders approve this Proposal No. 2, the administrator will be able to grant Awards of restricted stock units. Awards of restricted stock units are rights to acquire or purchase shares of Company common stock. Each restricted stock unit is equal to the fair market value of one share of our common stock. Restricted stock units vest in accordance with the terms and conditions established by the administrator in its sole discretion. For example, the administrator may set restrictions based on the achievement of specific performance goals. Awards of restricted stock units will be made in shares. The administrator will determine the number of shares payable upon vesting of an Award of restricted stock units, but no participant will be granted restricted stock units covering more than 500,000 shares during any of the Company's fiscal years. With respect to a participant's first year of service with us, however, restricted stock units covering an additional 500,000 shares may be awarded.

Shares Subject to Plan. Awards shall be for the purchase of shares of the authorized but unissued, or reacquired (treasury) common stock of the Company. The maximum number of shares of stock which may be issued under the 2002 Plan shall be 8,775,000 shares. In the event that any outstanding Award for any reason expires or is terminated or canceled, the shares allocable to the unexercised portion of such Award may again be subject to grant under an Award to be granted pursuant to the 2002 Plan. Shares issued upon exercise of an Award and repurchased by the Company will not increase the number of shares available for issuance under the 2002 Plan.

As of October 17, 2005, 7,517,852 shares had been issued under the 2002 Plan and options to purchase 7,346,436 shares were outstanding, leaving only 1,257,148 shares available for future grant. Options

outstanding on October 17, 2005 have per share exercise prices ranging from \$2.00 to \$4.60, or a weighted average per share exercise price of \$2.60, and expire 10 years from the date of grant of the option (unless exercised or cancelled prior to that time).

Administration. The Board is responsible for administering our stock plans, including the 2002 Plan. The Board may, however, delegate authority to administer the 2002 Plan to one or more committees. Currently, the 2002 Plan is administered by the stock option committee, which consists of Mr. Hobbs. This committee is primarily responsible for approving the grant of all Awards of 100,000 shares or fewer to new and continuing employees (other than executive officers). Any officer of the Company shall have the authority to act on behalf of the Company with respect to any matter, right, obligation, or election which is the responsibility of or which is allocated to the Company herein, provided the officer has apparent authority with respect to such matter, right, obligation, or election. The Board or its committee(s) will administer the 2002 Plan pursuant to applicable laws and regulations. To the extent Awards are intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code, the 2002 Plan will need to be administered by a committee of two or more outside directors within the meaning of Section 162(m).

The administrator determines the terms and conditions provided in the 2002 Plan, including the power to terminate or amend the 2002 Plan at any time, subject to the terms of the 2002 Plan and any legal requirements. The administrator determines the number of shares of stock for which each Award is granted, the option exercise price of each option, the timing and terms of exercisability and vesting of each Award, whether each option is to be treated as an incentive stock option, a nonqualified stock option or as a restricted stock unit and all other terms and conditions of the option. The administrator will interpret the 2002 Plan or the terms of any Awards granted under the 2002 Plan, and all determinations of the administrator will be final and binding upon all persons bound by the 2002 Plan or holding an Award.

Eligibility. The 2002 Plan provides for grants to employees (including officers and employee directors) of the Company or a parent or subsidiary of the Company of incentive stock options within the meaning of Section 422 of the Internal Revenue Code, and for grants of nonstatutory stock options and restricted stock units to officers, employees, directors and consultants (including non-employee directors) of the Company or a parent or subsidiary of the Company. A director of the Company is not eligible to be granted an incentive stock option unless the director is also an employee of the Company. An individual who is rendering services as a consultant, advisor, or other independent contractor may only be granted a nonqualified stock option or a restricted stock units and is not eligible to be granted incentive stock options. Eligible persons may be granted more than one Award. As of October 17, 2005, approximately 452 employees, officers, consultants, and directors were eligible to participate in the 2002 Plan.

Terms, Conditions and Form of Awards. The terms of Awards granted under the 2002 Plan are determined by the administrator. Each Award granted pursuant to the 2002 Plan is evidenced by a written agreement specifying the number of shares of stock covered by the Award. This written agreement also specifies other provisions that the administrator may determine. The agreement evidencing the Award may incorporate all or any of the terms of the 2002 Plan by reference and shall comply with and be subject to the following terms and conditions:

Option Exercise Price. The option exercise price for each option is established in the sole discretion of the administrator. However, the option exercise price per share, (i) for an incentive stock option, shall not be less than the fair market value, as determined by the administrator, which determination will generally be based upon the closing price on the Nasdaq National Market on the date of grant, of a share of stock, (ii) for a nonqualified stock option, shall not be less than one hundred percent (100%) of the fair market value, as determined by the administrator, of a share of stock on the date of the granting of the option. Additionally, no incentive stock option granted to a participant who at the time the option is granted owns stock possessing more than 10 percent of the total combined voting power of all classes of

stock of the Company will have an option exercise price per share less than 110 percent of the fair market value, as determined by the administrator, of a share of stock on the date of the granting of the option. As of October 17, 2005, the closing price of a share of our common stock on the Nasdaq National Market was \$4.40.

Exercise Of Options. The administrator determines when options are exercisable, including any vesting requirements and/or performance criteria with respect to the Company or the participant, and the term of each option.

Exercise on Termination. If the participant's employment or consulting relationship with the Company is terminated for any reason other than death or total and permanent disability, options under the 2002 Plan may be exercised within three months (or some other period determined by the administrator) after the date of such termination to the extent the option was vested on the termination date. If a participant is unable to continue his or her employment or consulting relationship with the Company as a result of his or her disability, options may be exercised within 90 days (or some other period determined by the administrator) after the date of termination and may be exercised to the extent the option was vested on the date of termination. If a participant dies while working for the Company, or within 30 days after the participant has ceased to work for the Company, and such participant has worked for the Company since the date of grant of the option, the option may be exercised within 90 days after the date of death (or some other period determined by the administrator) by the participant's estate or by a person who inherited the right to exercise the option to the extent the option would have been vested at the date of death.

Option Termination Date. Incentive stock options granted under the 2002 Plan expire 10 years from the date of grant unless a shorter period is provided in the option agreement. Incentive stock options granted to 10 percent stockholders may not have a term of more than five years. Although nonqualified stock options granted under the 2002 Plan may have any term specified by the administrator, the applicable term is generally 10 years.

Nontransferability of Awards Awards granted under the 2002 Stock Plan are not transferable by the recipient, other than by will or the laws of descent and distribution, and stock options are exercisable only by the participant during his or her lifetime or, in the event of death, by a person who acquires the right to exercise the option by bequest or inheritance or by reason of the death of the participant.

\$100,000 Limitation Applicable To Incentive Stock Options. Notwithstanding any designation by the administrator of an option as an incentive stock option, to the extent that the aggregate fair market value of shares with respect to which options designated as incentive stock options are exercisable for the first time by any participant during any calendar year (under all plans of the Company) exceeds \$100,000, such excess options shall be treated as nonqualified stock options.

Withholding Taxes. As a condition of the grant, vesting or exercise of an Award, the participant (or in the case of the participant's death, the person succeeding to the participant's rights under the Award) shall make such arrangements as the administrator may require for the satisfaction of any applicable federal, state, local or foreign withholding tax obligations that may arise in connection with such grant, vesting or exercise of the Award and the issuance of shares of stock thereunder.

Transfer of Control; Liquidation. The 2002 Plan provides that in the event of (a) a sale of all or substantially all of the Company's assets, or (b) a merger, consolidation or other capital reorganization or transaction of the Company with or into another corporation, entity or person, the acquiring or successor corporation may assume the Company's rights and obligations under outstanding Awards or substitute Awards for the acquiring corporation's stock for such outstanding Awards. Any unexercised Awards which are neither assumed or substituted for by the acquiring corporation in connection with the transfer of control, shall terminate and cease to be outstanding effective as of the date of the transfer of control. The

administrator may grant Awards that permit acceleration of vesting upon a change of control of the Company.

In the event of a liquidation or dissolution of the Company, each Award will terminate immediately prior to the consummation of such action, unless otherwise determined by the administrator in its sole discretion.

Adjustments Upon Changes in Capitalization. In the event any change, such as a stock split, reverse stock split, stock dividend, combination, recapitalization or reclassification, is made in the Company's capitalization that results in an increase or decrease in the number of issued shares of common stock without receipt of consideration by the Company, appropriate adjustment shall be made in the exercise price of each outstanding Award, the number of shares subject to each Award, and the annual Section 162(m) limitation on grants to employees, as well as the number of shares available for issuance under the 2002 Plan.

Termination or Amendment of Plan. The administrator may at any time amend, alter, suspend, discontinue, or terminate the 2002 Plan or one or more outstanding Awards at any time; provided, however, that without the approval of the Company's stockholders, there shall be (a) no increase in the total number of shares of stock covered by the 2002 Plan, (b) no change in the class of persons eligible to receive incentive stock options and (c) no expansion in the class of persons eligible to receive nonqualified stock options. In any event, no amendment, alteration, suspension, discontinuance, or termination (except as otherwise provided in the 2002 Plan) may adversely affect the rights of any participant under any outstanding Award without his or her consent, unless such amendment is required to enable an option designated as an incentive stock option to qualify as an incentive stock option. Unless terminated earlier, the 2002 Plan will terminate in October 2012.

Federal Tax Aspects

The following paragraphs are a summary of the general federal income tax consequences to U.S. taxpayers and the Company of Awards granted under the 2002 Plan. Tax consequences for any particular individual may be different.

Nonqualified Stock Options. No taxable income is reportable when a nonqualified stock option with an exercise price equal to the fair market value of the Company's stock is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the excess of the fair market value (on the exercise date) of the shares purchased over the exercise price of the option. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss.

Incentive Stock Options. No taxable income is reportable when an incentive stock option is granted or exercised (except for purposes of the alternative minimum tax, in which case taxation is the same as for nonqualified stock options). If the participant exercises the option and then later sells or otherwise disposes of the shares more than two years after the grant date and more than one year after the exercise date, the difference between the sale price and the exercise price will be taxed as capital gain or loss. If the participant exercises the option and then later sells or otherwise disposes of the shares before the end of the two- or one-year holding periods described above, he or she generally will have ordinary income at the time of the sale equal to the fair market value of the shares on the exercise date (or the sale price, if less) minus the exercise price of the option.

Restricted Stock Units. A participant generally will not have taxable income at the time an Award of restricted stock unit is granted. Instead, he or she will recognize ordinary income in the first taxable year in which his or her interest in the shares underlying the Award becomes either (i) freely transferable or (ii) no longer subject to substantial risk of forfeiture.

Tax Effect for the Company. The Company generally will be entitled to a tax deduction in connection with an Award under the 2002 Plan in an amount equal to the ordinary income realized by a participant and at the time the participant recognizes such income (for example, the exercise of a nonqualified stock option). Special rules limit the deductibility of compensation paid to the Company's Chief Executive Officer and to each of its four most highly compensated executive officers. Under Section 162(m) of the Internal Revenue Code, the annual compensation paid to any of these specified executives will be deductible only to the extent that it does not exceed \$1,000,000. However, The Company can preserve the deductibility of certain compensation in excess of \$1,000,000 if the conditions of Section 162(m) are met. These conditions include stockholder approval of the 2002 Plan, setting limits on the number of Awards that any individual may receive and for Awards other than certain stock options, establishing performance criteria that must be met before the Award actually will vest or be paid. The 2002 Plan has been designed to permit the Committee to grant Awards that qualify as performance-based for purposes of satisfying the conditions of Section 162(m), thereby permitting the Company to continue to receive a federal income tax deduction in connection with such Awards.

THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF FEDERAL INCOME TAXATION UPON PARTICIPANTS AND THE COMPANY WITH RESPECT TO THE GRANT AND EXERCISE OF AWARDS UNDER THE 2002 PLAN. IT DOES NOT PURPORT TO BE COMPLETE, AND DOES NOT DISCUSS THE TAX CONSEQUENCES OF A SERVICE PROVIDER'S DEATH OR THE PROVISIONS OF THE INCOME TAX LAWS OF ANY MUNICIPALITY, STATE OR FOREIGN COUNTRY IN WHICH THE SERVICE PROVIDER MAY RESIDE.

Benefits to Named Executive Officers and Others

The following table shows the number of options to purchase common stock that were granted under the 2002 Plan to current executive officers named in this proxy statement, nominees for re-election to the Board and named groups during the fiscal year ended July 31, 2005. During the fiscal year ending July 31, 2006, the Board or its committee(s), in its discretion, may grant additional options to eligible participants under the 2002 Plan.

Name and Position	Number of Options(1)
Woodson Hobbs, President and Chief Executive Officer and Director(2)	1,500,000
Clyde Foster, Chief Operating Officer	400,000
Robert Gerber, Chief Marketing Officer	100,000
Steven Goldberg, Former Chief Strategy Officer	100,000
J. Keith Kitchen, Former Chief Financial Officer	50,000
Said Mohammadioun, Former Chief Technology Officer and Director	200,000
Richard Arnold, Director(2)	25,000
Kirsten Berg-Painter, Director(2)	25,000
Michael M. Clair, Director(2)	25,000
Keith Cornell, Director(2)	25,000
Terrence Valeski, Director(2)	25,000
Michael Praisner, Former Director	25,000
Executive Group	2,350,000
Outside Director Group	300,000
Non-Executive Officer Employee Group	3,447,000

(1) All options granted at fair market value as of the date of grant. There were no options granted under the 2000 Supplemental Stock Option Plan during the fiscal year ended July 31, 2005

(2) Nominee for re-election as a director.

New Plan Benefits

Any future Awards granted to eligible participants under the 2002 Plan are subject to the discretion of the Board or its committee(s) and, therefore, are not determinable at this time.

Vote Required and Board of Directors Recommendation

The affirmative vote of a majority of the votes cast at the Annual Meeting, at which a quorum representing a majority of all outstanding shares of common stock of the Company is present and voting, either in person or by proxy, is required for approval of this proposal. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum, but will not be counted as having been voted on the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE PROPOSED AMENDMENT TO THE 2002 EQUITY INCENTIVE PLAN.

PROPOSAL NO. 3
RATIFICATION OF APPOINTMENT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of the Board has selected PricewaterhouseCoopers LLP as independent registered public accounting firm to audit the financial statements of the Company for the fiscal year ending July 31, 2006. PricewaterhouseCoopers LLP has acted as the Company's independent registered public accounting firm since the Company's inception. A representative of PricewaterhouseCoopers LLP is expected to be present at the Annual Meeting with the opportunity to make a statement if the representative desires to do so, and is expected to be available to respond to appropriate questions.

Neither the Company's bylaws nor other governing documents or law require stockholder ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm. However, the Board is submitting the selection of PricewaterhouseCoopers LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the audit committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the audit committee in its discretion may direct the appointment of different independent registered public accounting firm at any time during the year if they determine that such a change would be in our best interests and the best interests of our stockholders.

Principal Accountant Fees and Services

Aggregate fees for professional services rendered for the Company by PricewaterhouseCoopers LLP for fiscal years ended July 31, 2005 and 2004, were:

	Fiscal 2005		Fiscal 2004	
Audit Fees	\$	1,042,775	\$	403,950
Audit related		0		623,720
Tax Fees		73,662		31,606
All Other		0		0
Total	\$	1,116,437	\$	1,059,276

The audit fees for the years ended July 31, 2005 and 2004, respectively, consist of the aggregate fees billed for professional services rendered for the audits and interim reviews of the consolidated financial statements of the Company, the issuance of consents and assistance with review of documents filed with the SEC.

The audit related fees as of the years ended July 31, 2005 and 2004, respectively, consist of the aggregate fees billed for professional services rendered for assurance and related services that were reasonably related to the performance of the audit or review of the Company's financial statements and were not otherwise included in audit fees. Included in such audit related fees were fees incurred in connection with the auditors review of financial information included in the Company's filed registration statements, due diligence and audits related to mergers and acquisitions and accounting consultations.

Tax fees as of the years ended July 31, 2005 and 2004, respectively, consist of the aggregate fees billed for services related to tax compliance, including the preparation of tax returns.

All other fees as of the years ended July 31, 2005 and 2004, respectively, consist of the aggregate fees billed for products and services provided by the auditors and not otherwise included in audit fees, audit related fees or tax fees.

Audit Committee Pre-Approval Policies and Procedures

The audit committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is often subject to a specific budget. The independent registered public accounting firm and management are required to report periodically to the audit committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The audit committee may also pre-approve particular services on a case-by-case basis.

Vote Required and Board of Directors Recommendation

The affirmative vote of a majority of the votes cast at the annual meeting, at which a quorum representing a majority of all outstanding shares of common stock of the Company is present and voting, either in person or by proxy, is required for approval of this proposal. Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum, but will not be counted as having been voted on the proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2006.

CORPORATE GOVERNANCE

The Company maintains a corporate governance page on its website which includes key information about its corporate governance matters, including the Company's Corporate Governance Policies, the Company's Code of Business Conduct and Corporate Governance, and charters for the committees of the Board as well as information regarding any amendment or waiver to the Company's Code of Business Conduct and Corporate Governance. The corporate governance page can be found at www.intellisync.com, by clicking first on "About Us," then clicking on "Investors" and then on "Corporate Governance."

The Company's policy is to conduct its operations in compliance with all applicable laws and regulations and to operate its business under the fundamental principles of honesty, integrity and ethical behavior. This policy can be found in the Company's Ethics Policy, which is applicable to all of our directors, officers and employees. The Company has also adopted a Code of Ethics for Principal Officers & Financial Professionals of Intellisync Corporation, which meets the requirements of Section 406 of the Sarbanes-Oxley Act of 2002 and Item 406 of Regulation S-K and complies with the listing standards of The Nasdaq Stock Market.

The Ethics Policy and the Code of Ethics for Principal Officers & Financial Professionals of Intellisync Corporation are designed to promote honest and ethical conduct, the compliance with all applicable laws, rules and regulations and to deter wrongdoing. The Code of Ethics for Principal Officers & Financial Professionals of Intellisync Corporation is also aimed at ensuring that information we provide to the public (including our filings with and submissions to the SEC) is accurate, complete, fair, relevant, timely and understandable. A copy of the formally adopted Ethics Policy and Code of Ethics for Principal Officers & Financial Professionals of Intellisync Corporation are each available on our website at www.intellisync.com. We intend to disclose future amendments to certain provisions of the Code of Ethics for Principal Officers & Financial Professionals of Intellisync Corporation, or waivers of such provisions granted to directors and executive officers, on our web site at www.intellisync.com pursuant to applicable requirements of the SEC and The Nasdaq Stock Market.

The Company's policies and practices reflect corporate governance initiatives that we believe are compliant with the listing requirements of the Nasdaq Stock Market and the corporate governance requirements of the Sarbanes-Oxley Act of 2002, including:

- The Board has adopted clear corporate governance policies;
- A majority of the Board members are independent of the Company and its management;
- All members of the key Board committees—the audit committee, the compensation committee and the nominating and governance committee—are independent of the Company and its management;
- The independent members of the Board meet regularly without the presence of management;
- The Company has a clear code of business conduct and corporate governance that is monitored by management and is annually affirmed by its employees;
- The charters of the Board committees clearly establish their respective roles and responsibilities;
- The Company has an ethics hotline available to all employees, and the Company's audit committee has procedures in place for the anonymous submission of employee complaints on accounting, internal controls, or auditing matters; and the Company has adopted a code of ethics that applies to its principal executive officer and all members of its finance department, including the principal financial officer and principal accounting officer; and
- Although the Company does not have a policy with respect to attendance by directors at annual meetings of stockholders, the Company encourages all directors to attend annual meetings of stockholders. One director attended the Company's 2004 Annual Meeting.

COMMUNICATIONS WITH DIRECTORS

Stockholders or other interested parties may communicate with any director or committee of the Board by writing to them c/o Secretary, Intellisync Corporation, 2550 North First Street, Suite 500, San Jose, California 95131. Comments or questions regarding the Company's accounting, internal controls or auditing matters will be referred to members of the audit committee. Comments or questions regarding the nomination of directors and other corporate governance matters will be referred to members of the nominating and governance committee.

STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information, as of October 17, 2005, with respect to the beneficial ownership of the Company's common stock by (i) each director and director nominee of the Company, (ii) each of the executive officers of the Company named in the Summary Compensation Table included in this proxy statement, (iii) all directors and executive officers of the Company as a group and (iv) each person known by the Company to own more than five percent of the Company's common stock. Except as otherwise indicated, the Company believes that the beneficial owners of the Company's common stock listed in the following table, based on information furnished by such owners, have sole investment and voting power with respect to such shares.

Name and Address of Beneficial Owner(1)	Shares of common stock Beneficially Owned(1)		Percentage Ownership (%)
	Number of Shares Owned		
Said Mohammadioun	2,126,696	(2)(3)	3.14
Woodson Hobbs	1,886,046	(2)(4)	2.75
Michael M. Clair	702,907	(2)(5)	1.04
Clyde Foster	640,277	(2)(6)	*
J. Keith Kitchen	436,237	(2)(7)	*
Robert Gerber	95,263	(2)	*
Kirsten Berg-Painter	78,033	(2)	*
Richard W. Arnold	17,708	(2)	*
Steven Goldberg	2,286	(8)	*
Keith Cornell			*
Terrence Valeski			*
All directors and executive officers as a group (14 persons)(3)(4)	5,985,453	(9)	8.53

* Represents less than one percent.

(1) Percentage ownership is based on 67,272,237 shares of common stock outstanding as of October 17, 2005. Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options held by that person that are currently exercisable or will become exercisable within 60 days after October 17, 2005 are deemed outstanding, while such shares are not deemed outstanding for purposes of computing percentage ownership of any other person. Options granted under the Company's Amended and Restated 1993 Stock Option Plan, or the 1993 Option Plan, are fully exercisable from the date of grant, subject to the Company's right to repurchase any unvested shares at the original exercise price upon termination of employment. Options granted under the 2002 Plan are generally subject to a standard vesting schedule that calls for 25 percent of the stock options to be exercisable after 12 months from the date of grant, and $\frac{1}{48}$ th of the total number of shares each month thereafter. Unless otherwise indicated in the footnotes below, the persons and entities named in the table have sole voting and investment power with respect to all

shares beneficially owned, subject to community property laws where applicable. Unless otherwise indicated, the address of each of the individuals listed in the table is: c/o Intellisync Corporation, 2550 North First Street, Suite 500, San Jose, California 95131.

- (2) Includes the following numbers of shares subject to options which are exercisable within 60 days of October 17, 2005: Mr. Mohammadioun, 372,078, Mr. Hobbs, 1,241,666; Mr. Clair, 238,933; Mr. Foster, 566,666; Mr. Kitchen, 276,853; Mr. Gerber, 83,333; Ms. Berg-Painter, 78,033; and Mr. Arnold, 17,708.
- (3) On October 15, 2005, the Company entered into a Severance Agreement and Mutual Release with Mr. Mohammadioun pursuant to which the vesting of Mr. Mohammadioun's options were accelerated as to 245,220 additional shares that would not have otherwise been vested on October 14, 2005, the date on which Mr. Mohammadioun's status as a service provider to the Company terminated.
- (4) Includes (i) 54,400 shares registered in the name of the Alexander McNeilly Trust, of which Mr. Hobbs is a trustee, (ii) 137,500 shares registered in the name of the Brooke Hobbs Trust, of which Mr. Hobbs is a trustee and (iii) 129,200 shares registered in the name of the Natasha Hobbs 1993 Trust, of which Mr. Hobbs is a trustee.
- (5) Includes (i) 60,000 shares held by the MacLean-Clair Family Limited Partnership, of which Mr. Clair is a general partner and (ii) 403,974 shares registered in the name of Audrey MacLean and Michael M. Clair, as Trustees, or their successors, of the Audrey MacLean and Michael Clair Trust Agreement UAD 12/1/90. The 60,000 shares held by the MacLean-Clair Family Limited Partnership can be voted and disposed of only by Mr. Clair and Audrey MacLean acting together.
- (6) Includes 2,288 shares registered in the name of the Foster Family Living Trust, of which Mr. Foster is a trustee.
- (7) Includes (i) 103,700 shares registered in the name of Ellen Kitchen, of which Mr. Kitchen has dispositive power and (ii) 10,000 shares registered in the name of Sarah Kitchen, of which Mr. Kitchen has dispositive power.
- (8) On August 29, 2005, the Company entered into a Severance Agreement and Mutual Release with Mr. Goldberg pursuant to which the vesting of Mr. Goldberg's options were accelerated as to 143,750 additional shares that would not have otherwise been vested on August 31, 2005, the date on which Mr. Goldberg's status as a service provider to the Company terminated.
- (9) Includes 2,875,270 shares subject to options which are exercisable within 60 days of October 17, 2005, by any of the Company's directors or executive officers.

EXECUTIVE COMPENSATION AND OTHER MATTERS

The following table sets forth information concerning the compensation of: (i) each person who served as chief executive officer of the Company during the year ended July 31, 2005; (ii) the four most highly compensated executive officers of the Company as of July 31, 2005 whose total salary and bonus for the fiscal year ended July 31, 2005 exceeded \$100,000; and (iii) one additional individual for whom disclosure would have been made under sub-section (ii) above but for the fact that such individual was no longer serving as an executive officer of the Company as of July 31, 2005. The information set forth below reflects compensation for the indicated individuals for services in all capacities to the Company, during the fiscal years ended July 31, 2005, 2004 and 2003:

Summary Compensation Table

Name and Principal Position	Annual Compensation			Other Annual Compensation (\$)	Long Term Compensation Awards Securities Underlying Options(#)
	Fiscal Year	Salary (\$)	Bonus (\$)		
Woodson Hobbs President and Chief Executive Officer	2005	375,000	100,000		1,500,000
	2004	350,000	130,000		
	2003	306,250 (6)			1,500,000
Clyde Foster(1) Chief Operating Officer	2005	240,000	172,050		400,000
	2004	240,000	180,571		200,000
	2003	214,615	156,478		400,000
Robert Gerber(2) Chief Marketing Officer	2005	220,000	69,880		100,000
	2004	65,154			200,000
	2003				
Steven Goldberg(3) Former Chief Strategy Officer	2005	220,000	69,010		100,000 (7)
	2004	110,513	30,000		150,000
	2003				
J. Keith Kitchen(4) Former Chief Financial Officer	2005	210,000	48,660		50,000
	2004	183,820	20,000		150,000
	2003	169,413			150,000
Said Mohammadioun(5) Former Chief Technology Officer	2005	225,000	62,500		200,000
	2004	131,928	46,667		407,720
	2003				

(1) **Mr. Foster** became the chief operating officer of the Company in July 2004 overseeing corporate operations and the sales of the Company's products to leading enterprises, OEMs, and wireless operators. Mr. Foster previously served as senior vice president of sales and marketing since joining the Company in September 2002. From July 1999 to September 2002, Mr. Foster served as president and chief executive officer of eConvergent, Inc., a next-generation customer data integration software company. Prior to founding eConvergent, Mr. Foster established and led the Global Solutions Services division of Aspect Communications Corporation, a provider of business communications solutions from April 1996 to June 1999. Previously, Mr. Foster held a variety of sales and professional services management positions during his 14 years at IBM. Mr. Foster holds a BS degree in Mathematics from North Carolina State University.

(2) **Mr. Gerber** became the chief marketing officer, overseeing all marketing, strategy, and e-commerce operations, of the Company in April 2004. Most recently, prior to joining the Company, Mr. Gerber served as managing director and group vice president of Carlson Marketing Group, a relationship marketing company. Mr. Gerber also held a variety of management and consulting positions at Digitas, Inc., an integrated marketing agency, from 2001 to 2004; Deloitte Consulting, a global management consulting firm, from 1992 to 1995; and American Express Company, a diversified worldwide travel, financial, and network services company, from 1987 to 1990. Mr. Gerber is the founder of and led @once, Inc., a private email messaging company, from 1995 to 2000. Previously, Mr. Gerber, served as chief marketing and strategy officer of Commtouch Software Limited, an email infrastructure company. Mr. Gerber holds a BS in engineering degree from the University of Virginia and an MBA degree from Harvard University.

(3) **Mr. Goldberg** most recently served as the chief strategy officer of the Company from July 2004 to August 2005. Mr. Goldberg previously served as Vice President, Corporate Development since joining the Company in February 2004. As chief strategy officer, Mr. Goldberg is responsible for the Company's merger and acquisition activities and helps define the Company's long-term intellectual property, product and corporate strategies. From August 2001 to October 2003, Mr. Goldberg served as president and chief executive officer of Hiwire, Inc., a venture capital-funded Internet radio company, whose technology enabled over 400 North American radio stations to migrate content to the Internet. From November 1999 to October 2000, Mr. Goldberg served as senior vice president of the Consumer Division of Go2Net, Inc., a network of branded, technology- and community-driven Web sites. From June 1995 to October 1999, Mr. Goldberg was employed by Microsoft Corporation, a leading innovator in software and business technologies, as director of localization and the group manager of the company's advertising business unit. Mr. Goldberg holds a BA degree in management from Columbia University and a master of science in management degree from The Hult Institute.

(4) **Mr. Kitchen** became chief accounting officer of the Company upon his resignation as chief financial officer, effective upon the appointment of his successor. Mr. Kitchen has agreed to remain with the Company as the Company's principal accounting officer for an undetermined amount of time following the appointment of his successor in order to provide transition services to the Company and the newly appointed chief financial officer. Mr. Kitchen served as chief financial officer of the Company from July 2004 to October 2005. Mr. Kitchen also served as vice president of finance and administration and chief accounting officer from August 2002 to July 2004 and also as corporate controller since joining the Company in February 2000 with the Company's acquisition of NetMind Technologies, Inc., a venture capital-funded Internet software company. Mr. Kitchen joined NetMind in January 1999 as its controller and later became its vice president of finance and administration from July 1999 to February 2000. Mr. Kitchen also served in a variety of financial management positions at Intellect Electronics, Inc., a provider of electronic commerce and smart card solutions, from March 1997 to December 1998, and at Bausch & Lomb, Inc., a global technology based healthcare company, from July 1990 to March 1997. Previously, Mr. Kitchen served as certified public accountant with Ernst & Young LLP, a professional services organization. Mr. Kitchen holds a bachelor of science in business administration degree from Bucknell University and is a graduate of Northwestern University's Kellogg Graduate School of Management.

(5) **Mr. Mohammadioun** became a director of the Company in December 2003 and most recently served as the Company's chief technology officer from December 2003 to October 2005. From October 1996 to December 2003, Mr. Mohammadioun served as chief executive officer of Synchrologic, Inc., a provider of mobile infrastructure solutions, which was acquired by Intellisync in December 2003. Previously, Mr. Mohammadioun served as vice-president of Lotus Development Corporation, a provider of knowledge management solutions, from 1990 to 1995. From 1983 to 1990, he was the chief executive officer of Samna Corporation, a word-processing software company founded by

Mr. Mohammadioun in 1983. Samna was sold to Lotus Development Corporation in 1990. Mr. Mohammadioun holds a master degree in electrical engineering from Georgia Institute of Technology and an MBA degree from Georgia State University.

In October 2005, Mr. Mohammadioun gave notice to the Company of his intention to resign as a member of the Company's Board of Directors, effective as of the end of his current term, which is scheduled to expire at the Company's 2005 annual meeting of stockholders.

On October 15, 2005, the Company entered into a Severance Agreement and Mutual Release with Mr. Mohammadioun pursuant to which the vesting of Mr. Mohammadioun's options were accelerated as to 245,220 additional shares that would not have otherwise been vested on October 16, 2005, the date on which Mr. Mohammadioun's status as a service provider to the Company terminated.

(6) Includes effect of a retroactive increase, as approved by the compensation committee, in Mr. Hobbs' annual base salary from \$300,000 to \$350,000 effective June 14, 2003.

(7) Mr. Goldberg's unvested shares were cancelled upon the termination of his employment on August 31, 2005. His vested stock options remain exercisable for six months following his termination. On August 29, 2005, the Company entered into a Severance Agreement and Mutual Release with Mr. Goldberg pursuant to which the vesting of Mr. Goldberg's options were accelerated as to 143,750 additional shares that would not have otherwise been vested on August 31, 2005, the date on which Mr. Goldberg's status as a service provider to the Company terminated.

Stock Options Granted in Fiscal Year 2005

The following table provides the specified information concerning grants of options to purchase the Company's common stock made during the fiscal year ended July 31, 2005 to the persons named in the Summary Compensation Table:

Option Grants In Last Fiscal Year