Stuart William John Form 4 February 15, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

Expires:

2005 Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stuart William John			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Synacor, Inc. [SYNC]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•		
40 LA RIVII 300	ERE DRIV	E, SUITE	(Month/Day/Year) 02/13/2012	Director 10% Owner _X Officer (give title Other (specification) below) Chief Financial Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BUFFALO, NY 14202			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities	Acquired Disposed of or Reneficially Owne		

	Table	: I - NOII-DO	erivative Sect	urrues Ac	quii eu, Disposeu	oi, oi benencia	ny Owneu
2. Transaction Date	2A. Deemed	3.	4. Securities	3	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A	) or	Securities	Form: Direct	Indirect
	any	Code	Disposed of	(D)	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 a	nd 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
			,	<b>.</b>	Reported		
					Transaction(s)		
		C 1 W			(Instr. 3 and 4)		
		Code V	Amount (I	· 1			
02/13/2012		P	5,000 A	\$ 5.1	5,000	I	By wife
	(Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3.  (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)  Code V	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Code V Amount (Instr. 8)	2. Transaction Date   2A. Deemed   3.   4. Securities   (Month/Day/Year)   Execution Date, if any   (Month/Day/Year)   (Instr. 8)   (Instr. 3, 4 and 5)    (A)   or   Code   V   Amount   (D)   Price    (Social Price   Code   V   Amount   (D)   Price    (A)   Or   Code   V   Amount   (D)   Price   (Code   V   Amount   (D)   (Code   V   Amount   (D)   (Code   V   Amount   (D)   (Code   V   Amount   (D)   (Code   V   (Co	2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Execution Date, if any Code Disposed of (D) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  (A) or (A) (Instr. 3 and 4)  Code V Amount (D)  (Instr. 3 and 4)	(Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4)  (A) Reported Transaction(s) (Instr. 3 and 4)  Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Stuart William John - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to purchase)	\$ 3.32	08/16/2011		A	150,600	<u>(1)</u>	08/15/2021	Common Stock	150,60
Employee Stock Option (right to purchase)	\$ 3.32	08/16/2011		A	99,400	(2)	08/15/2021	Common Stock	99,400

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Stuart William John			Chief				
40 LA RIVIERE DRIVE, SUITE 300			Financial				
BUFFALO, NY 14202			Officer				

## **Signatures**

/s/ Stuart
William John

\*\*Signature of Date

\*\*Signature of Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The option was immediately exercisable on the date of grant for 30,120 shares of common stock and became exercisable for an additional 30,210 shares on December 31, 2011. The option will become exercisable for an additional 30,120 shares on each of

1) December 31, 2012, 2013 and 2014. Shares purchased upon exercise of the option are subject to repurchase by the Issuer until yest.

- (1) December 31, 2012, 2013 and 2014. Shares purchased upon exercise of the option are subject to repurchase by the Issuer until vested. 25% of the shares subject to the option vest upon completion of 12 months of continuous service after September 1, 2011 and in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through such dates.
- The option was immediately exercisable on the date of grant. Shares purchased upon exercise of the option are subject to repurchase by the Issuer until vested. 25% of the shares subject to the option vest upon completion of 12 months of continuous service after September 1, 2011 and the remainder vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through such dates.

#### **Remarks:**

Reporting Owners 2

#### Edgar Filing: Stuart William John - Form 4

Date of Earliest Transaction: The transaction giving rise to this Form 4 filing occurred on February 13, 2012. In accordance we Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.