

Levy Jordan
Form 5
February 14, 2013

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Levy Jordan

(Last) (First) (Middle)

ONE HSBC CENTER, SUITE 3850

(Street)

BUFFALO, NY 14203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Synacor, Inc. [SYNC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/12/2012	Â	J4 ⁽¹⁾	610 A \$ 0	108,833	D	Â
Common Stock	06/12/2012	Â	J4 ⁽²⁾	833 A \$ 0	70,559	I	See footnote. (3)
Common Stock	Â	Â	Â	Â Â Â Â	2,100	I	By Spouse.

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of 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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Director stock option (right to purchase)	\$ 2.52	Â	Â	Â	Â Â Â (4)	09/13/2017	Common Stock	30,000
Director stock option (right to purchase)	\$ 2.88	Â	Â	Â	Â Â Â (5)	11/17/2020	Common Stock	50,000
Director stock option (right to purchase)	\$ 3.32	Â	Â	Â	Â Â Â (6)	08/15/2021	Common Stock	17,500
Director stock option (right to purchase)	\$ 11.14	Â	Â	Â	Â Â Â (7)	05/23/2022	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levy Jordan ONE HSBC CENTER, SUITE 3850 BUFFALO, NY 14203	Â X	Â	Â	Â

Signatures

/s/ William J. Stuart,
attorney-in-fact

02/14/2013

__Signature of Reporting Person

Date

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).
- (1) Pro rata distribution from Chek Ventures LLC, of which the reporting person is a non-managing member.
- (2) Pro Rata distribution from Chek Ventures II LLC, of which JoRon Management LLC ("JoRon", of which the reporting person is one of two managers) is a non-managing member.

Held directly by JoRon. The reporting person disclaims beneficial ownership of the shares held by JoRon except to the extent of his pecuniary interest therein. In a prior report, the reporting person reported beneficial ownership of 193,547 shares of Issuer common stock held by JoRon and disclaimed beneficial ownership of the shares held by JoRon except to the extent of his pecuniary interest therein.
- (3) Subsequent to that report, (a) JoRon sold 9,677 shares of Issuer common stock in Issuer's initial public offering, (b) JoRon acquired 833 shares of Issuer common stock in the distribution by Chek Ventures II LLC reported on this line item, and (c) JoRon distributed a total of 114,144 shares of Issuer common stock to its members, 32,361 of which were distributed to the reporting person and are included in the amount of securities owned directly by the reporting person at the end of the Issuer's fiscal year.

100% of the option was exercisable on the date of grant. Shares purchased upon exercise of the option were subject to repurchase by the
- (4) Issuer until vested. 33% of the shares subject to the option vested on each of February 1, 2008 and February 1, 2009 and 34% of the shares subject to the option vested on February 1, 2010.

100% of the option was exercisable on the date of grant. Shares purchased upon exercise of the option are subject to repurchase by the
- (5) Issuer until vested. 33% of the shares subject to the option vested on each of February 1, 2011 and February 1, 2012 and 34% of the shares subject to the option vested on February 1, 2013.

100% of the option was exercisable on the date of grant. Shares purchased upon exercise of the option are subject to repurchase by the
- (6) Issuer until vested. 33% of the shares subject to the option vested on each of September 1, 2011 and September 1, 2012. 34% of the shares subject to the option will vest on September 1, 2013, subject to the reporting person's continuous service through such date.

100% of the option is exercisable on the date of grant. Shares purchased upon exercise of the option are subject to repurchase by the
- (7) Issuer until vested. 25% of the shares subject to the option vest on the first anniversary of the date of grant and an additional 1/48th of the shares subject to the option will vest each month thereafter, subject to the reporting person's continuous service through such dates.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.