

Frankel Ronald N  
 Form 3  
 February 09, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Frankel Ronald N		(Month/Day/Year)	Synacor, Inc. [SYNC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/09/2012		
C/O SYNACOR, INC.,Â 40 LA RIVIERE DRIVE, SUITE 300			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
BUFFALO,Â NYÂ 14202			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			President and CEO	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,342,218 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee stock option (right to purchase)	Â (3)	04/02/2017	Common Stock 172,725 (1) \$ 0.92 (2)	D Â
Employee stock option (right to purchase)	Â (4)	09/13/2017	Common Stock 36,096 (1) \$ 2.52 (2)	D Â
Employee stock option (right to purchase)	Â (5)	09/13/2017	Common Stock 68,904 (1) \$ 2.52 (2)	D Â
Employee stock option (right to purchase)	Â (6)	08/15/2021	Common Stock 84,640 (1) \$ 3.32 (2)	D Â
Employee stock option (right to purchase)	Â (7)	08/15/2021	Common Stock 90,360 (1) \$ 3.32 (2)	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frankel Ronald N C/O SYNACOR, INC. 40 LA RIVIERE DRIVE, SUITE 300 BUFFALO, NY 14202	Â X	Â	Â President and CEO	Â

## Signatures

/s/ Ronald N. Frankel 02/09/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Reflects a 1 for 2 reverse stock split, effective as of immediately prior to the effectiveness of the Issuer's Registration Statement on Form S-1.
- (2) Reflects the converted exercise price of each option share pursuant to the 1 for 2 reverse stock split, effective as of immediately prior to the effectiveness of the Issuer's Registration Statement on Form S-1.
- (3) The option was immediately exercisable for 107,913 of the shares on April 3, 2007, the date of grant. The remainder became exercisable on December 31, 2007. Shares purchased upon exercise of the option were subject to repurchase by the Issuer until vested. 25% of the shares subject to the option vested upon completion of 12 months of continuous service after April 3, 2007 and the remainder vested in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through such dates.
- (4) The option was immediately exercisable on the date of grant. Shares purchased upon exercise of the option were subject to repurchase by the Issuer until vested. 25% of the shares subject to the option vested upon completion of 12 months of continuous service after October 1, 2007 and the remainder vested in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through such dates.
- (5) The option became exercisable for 8,095.5 shares of common stock on December 31, 2007. The option became exercisable for an additional 20,269.5 shares on each of December 31, 2008, 2009 and 2010. Shares purchased upon exercise of the option were subject to repurchase by the Issuer until vested. 25% of the shares subject to the option vested upon completion of 12 months of continuous service

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after February 1, 2008 and the remainder vested in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through such dates.

- (6) 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 will 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.

- (7) The option became exercisable for 30,120 shares of common stock on December 31, 2011. The option will become exercisable for an additional 30,120 shares on each of December 31, 2012 and 2013. 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.

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.