

Levy Jordan
Form 4
February 16, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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. Date of Earliest Transaction
(Month/Day/Year)

02/15/2012

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/14/2011		G ⁽¹⁾		2,702	D	\$ 0	369,610	D	
Common Stock	12/14/2011		G		2,702	D	\$ 0	366,908	D	
Common Stock	12/14/2011		G ⁽¹⁾		2,702	A	\$ 0	2,702	I	By son.
Common Stock	12/14/2011		G		75,861	D	\$ 0	291,047	D	
Common Stock	01/06/2012		M		36,001	A	\$ 0.2	327,048	D	
	01/06/2012		M		115,722	A		442,770	D	

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Common Stock					\$				0.04	
Common Stock	02/15/2012		S	9,677	D	\$ 5	433,093		D	
Common Stock	02/15/2012		C	64,104	A	<u>(2)</u>	143,507		I	See footnote (3)
Common Stock	02/15/2012		C	37,500	A	<u>(2)</u>	181,007		I	See footnote (3)
Common Stock	02/15/2012		C	12,540	A	<u>(2)</u>	193,547		I	See footnote (3)

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

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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Director Stock Option (right to purchase)	\$ 3.32	08/16/2011		A		17,500	<u>(4)</u>	08/15/2021	Common Stock
Director Stock Option (right to purchase)	\$ 0.04	01/06/2012		M		115,722	<u>(5)</u>	03/12/2013	Common Stock
Director Stock Option (right to purchase)	\$ 0.2	01/06/2012		M		36,001	<u>(6)</u>	11/17/2014	Common Stock
	<u>(2)</u>	02/15/2012		C		64,104	11/18/2002	<u>(2)</u>	

Series A Preferred Stock								Common Stock
Series B Preferred Stock	(2)	02/15/2012	C	27,000	10/01/2004	(2)		Common Stock
Series B Preferred Stock	(2)	02/15/2012	C	10,500	01/25/2005	(2)		Common Stock
Series C Preferred Stock	(2)	02/15/2012	C	12,540	10/19/2006	(2)		Common Stock

Reporting Owners

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

Signatures

/s/ William J. Stuart, POA 02/16/2012

**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) This transaction involved a gift of securities by the Reporting Person to his son. The reporting person disclaims beneficial ownership of the shares held by his son.
 - (2) The preferred stock converted into common stock of the Issuer on a 1.5 for one basis and had no expiration date.
 - (3) Held directly by JoRon Management LLC, of which the Reporting Person is one of two managers. The Reporting Person disclaims beneficial ownership of the shares held by JoRon Management LLC except to the extent of his pecuniary interest therein.

The option was exercisable on the date of grant. Shares purchased upon exercise of the option are subject to repurchase by the Issuer until vested. 33% of the shares subject to the option vested on September 1, 2011. 33% of the shares subject to the option will vest on September 1, 2012 and 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.
 - (4) The option was exercisable on the date of grant. Shares purchased under the option were subject to repurchase by the Issuer until vested.

The shares vested in 48 equal monthly installments from December 18, 2002 through 2006, subject to the Reporting Person's continuous service through such dates.
 - (5) The option was exercisable on the date of grant. Shares purchased under the option were subject to repurchase by the Issuer until vested.

The shares vested 25% on October 1, 2005 and in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through such dates.
 - (6) The shares vested 25% on October 1, 2005 and in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through such dates.

Remarks:

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Date of Earliest Transaction: The transaction giving rise to this Form 4 filing occurred on February 15, 2012. In accordance with

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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