

Levy Jordan
 Form 3
 February 09, 2012

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * ^ Levy Jordan (Last) (First) (Middle) ONE HSBC CENTER, SUITE 3850 (Street) BUFFALO, NY 14203 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/09/2012 | 3. Issuer Name and Ticker or Trading Symbol Synacor, Inc. [SYNC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 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 | 75,862 ⁽¹⁾ | D | ^ |
| Common Stock | 79,403 ⁽¹⁾ | I ⁽²⁾ | See footnote ⁽²⁾ |
| Common Stock | 2,702 ⁽¹⁾ | I ⁽³⁾ | See footnote ⁽³⁾ |

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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---|---|--|---------------|--------------|----------------------------------|
|---|---|--|---------------|--------------|----------------------------------|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|---|------------------|-----------------|---|----------------------------|--|--|----------------------|
| Director stock option (right to purchase) | Â (4) | 09/13/2017 | Common Stock | 30,000 (1) | \$ 2.52 (5) | D | Â |
| Director stock option (right to purchase) | Â (6) | 11/17/2020 | Common Stock | 50,000 (1) | \$ 2.88 (5) | D | Â |
| Director stock option (right to purchase) | Â (7) | 08/15/2021 | Common Stock | 17,500 (1) | \$ 3.32 (5) | D | Â |
| Series A Preferred Stofk | 11/18/2002 | Â (8) | Common Stock | 64,104 (1) | \$ (8) | I (2) | See footnote (2) |
| Series B Preferred Stock | 10/01/2004 | Â (9) | Common Stock | 27,000 (1) | \$ (9) | I (2) | See footnote (2) |
| Series B Preferred Stock | 01/25/2005 | Â (9) | Common Stock | 10,500 (1) | \$ (9) | I (2) | See footnote (2) |
| Series C Preferred | 10/19/2006 | Â (10) | Common Stock | 12,540 (1) | \$ (10) | I (2) | See footnote (2) |

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/ Julia Culkin,
attorney-in-fact

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) 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.
- (3) Held directly by the Reporting Person's son. The Reporting Person disclaims beneficial ownership of the shares held by his son.
- (4) 100% of the option was exercisable on the date of grant. Shares purchased upon exercise of the option were subject to repurchase by the 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.

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- (5) 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.

- 100% of 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 each of February 1, 2011 and February 1, 2012. 34% of the shares subject to the option will vest on February 1, 2013, subject to the Reporting Person's continuous service through such date.

- (6) 100% of 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.

- (7) The Series A Preferred Stock is convertible into common stock of the Issuer on a 1.5 for one basis and has no expiration date.

- (8) The Series B Preferred Stock is convertible into common stock of the Issuer on a 1.5 for one basis and has no expiration date.

- (9) The Series C Preferred Stock is convertible into common stock of the Issuer on a 1.5 for one basis and has no expiration date.

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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