

Frankel Ronald N
 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 *
 Frankel Ronald N

(Last) (First) (Middle)

C/O SYNACOR, INC., 40 LA RIVIERE DRIVE, SUITE 300

(Street)

BUFFALO, NY 14202

(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)

Chief Executive Officer

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	08/29/2011		M	V	550,000	A	\$ 0.04	600,000	D
Common Stock	01/06/2012		M		382,205	A	\$ 0.04	982,205	D
Common Stock	01/06/2012		M		235,013	A	\$ 0.2	1,217,218	D
Common Stock	02/02/2012		M		125,000	A	\$ 0.2	1,342,218	D
Common Stock	02/15/2012		S		50,000	D	\$ 5	1,292,218	D

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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	Expiration Date	Title	Amount
Employee Stock Option (right to purchase)	\$ 3.32	08/16/2011		A		84,640		<u>(1)</u>	08/15/2021	Common Stock	84,640
Employee Stock Option (right to purchase)	\$ 3.32	08/16/2011		A		90,360		<u>(2)</u>	08/15/2021	Common Stock	90,360
Employee Stock Option (right to purchase)	\$ 0.04	08/29/2011		M		550,000		<u>(3)</u>	03/12/2013	Common Stock	550,000
Employee Stock Option (right to purchase)	\$ 0.04	01/06/2012		M		382,205		<u>(3)</u>	03/12/2013	Common Stock	382,205
Employee Stock Option (right to purchase)	\$ 0.2	01/06/2012		M		235,013		<u>(4)</u>	11/17/2014	Common Stock	235,013
Employee Stock Option (right to purchase)	\$ 0.2	02/02/2012		M		125,000		<u>(4)</u>	11/17/2014	Common Stock	125,000

