

Synacor, Inc.
Form S-1/A
December 11, 2007

As filed with the Securities and Exchange Commission on December 11, 2007.

Registration No. 333-145077

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

**AMENDMENT NO. 6
TO
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SYNACOR, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

*(State or Other Jurisdiction of
Incorporation or Organization)*

7389

*(Primary Standard Industrial
Classification Code Number)*

16-1542712

*(I.R.S. Employer
Identification Number)*

**40 La Riviere Drive, Suite 300
Buffalo, NY 14202
(716) 853-1362**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**Ron Frankel
President and Chief Executive Officer
Synacor, Inc.**

**40 La Riviere Drive, Suite 300
Buffalo, NY 14202
(716) 853-1362**

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

Kenneth R. McVay, Esq.
Ward Breeze, Esq.
Gunderson Dettmer Stough
Villeneuve Franklin & Hachigian, LLP
220 West 42nd Street, 21st Floor
New York, New York 10036
(212) 730-8133

Glenn M. Reiter, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 6 to the Registration Statement on Form S-1 (File No. 333-145077) is solely made to re-file exhibits initially filed with Amendment No. 2 to the Registration Statement. The exhibits filed herewith contain information that was omitted in the initial filing pursuant to a request for confidential treatment. No changes have been made to Part I of the Registration Statement or Items 13, 14, 15, 16(b) or 17 of Part II of the Registration Statement. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 16(a) of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits.

Item 16. Exhibits and Financial Statement Schedules*(a) Exhibits*

| Exhibit No. | Description |
|------------------------|--|
| 1.1* | Form of Underwriting Agreement |
| 3.1** | Amended and Restated Certificate of Incorporation |
| 3.2** | Form of Amended and Restated Certificate of Incorporation to be effective upon closing |
| 3.3** | Bylaws |
| 3.4** | Form of Amended and Restated Bylaws to be effective upon closing |
| 4.1 | Reference is made to Exhibits 3.1, 3.2, 3.3 and 3.4 |
| 4.2* | Form of certificate for common stock |
| 4.3** | Third Amended and Restated Investors Rights Agreement by and among Synacor, Inc., certain stockholders and the investors listed on the signature pages thereto |
| 4.4** | Third Amended and Restated Stock Restriction, First Refusal and Co-Sale Agreement by and among Synacor, Inc., certain stockholders and the investors listed on the signature pages thereto |
| 4.5** | Third Amended and Restated Voting Agreement by and among Synacor, Inc., certain stockholders and the investors listed on the signature pages thereto |
| 5.1* | Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP |
| 10.1** | Form of Indemnification Agreement between the Registrant and each of its directors and executive officers and certain key employees |
| 10.2.1** | 1999 Stock Option Plan |
| 10.2.2** | Amendment to 1999 Stock Option Plan |
| 10.3.1** | 2000 Stock Plan |
| 10.3.2** | First Amendment to 2000 Stock Plan |
| 10.3.3** | Second Amendment to 2000 Stock Plan |
| 10.3.4** | Third Amendment to 2000 Stock Plan |
| 10.4.1** | 2006 Stock Plan |
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| 10.6** | Management Bonus Plan |
| 10.7** | Letter Agreement dated July 31, 2007 with Ron Frankel |
| 10.8** | Offer Letter dated April 6, 2007 with Eric Blachno |
| 10.9** | Letter Agreement dated September 29, 2006 with Ross Winston |
| 10.10.1** | Employment and Noncompetition Agreement dated December 22, 2000 between George Chamoun and CKMP, Inc. |
| 10.10.2** | Letter Agreement dated September 29, 2006 with George Chamoun |
| 10.10.3** | Letter Agreement dated September 17, 2007 with George Chamoun |
| 10.11** | Separation Agreement dated October 24, 2006 with Robert Rusak |
| 10.12** | Series B Preferred Stock Purchase Agreement dated October 1, 2004 by and among Synacor, Inc. and the investors listed on the signature pages thereto |
| 10.13** | Series C Preferred Stock Purchase Agreement dated October 19, 2006 by and among Synacor, Inc. and the investors listed on the signature pages thereto |
| 10.14.1** | Google Services Agreement dated June 30, 2004 between Google Inc. and Synacor, Inc. |

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- 10.14.2**, Google Services Agreement Order Form dated June 25, 2004 by and between Google Inc. and Synacor, Inc.
 - 10.14.3**, Amendment Number One to Google Services Agreement Order Form dated November 1, 2004 by and between Google Inc. and Synacor, Inc.
-

| Exhibit No. | Description |
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| 10.14.4**, | Amendment Number Two to Google Services Agreement Order Form dated December 16, 2005 by and between Google Inc. and Synacor, Inc. |
| 10.14.5** | Amendment Number Three to Google Services Agreement Order Form dated June 30, 2006 by and between Google Inc. and Synacor, Inc. |
| 10.14.6**, | Amendment Number Four to Google Services Agreement Order Form dated July 31, 2006 |
| 10.15.1 | Master Services Agreement No. MSAX063015TPS dated December 4, 2006 by and between Synacor, Inc. and Embarq Management Company |
| 10.15.2 | Contract Order No. COXX063016TPS to Master Services Agreement MSAX063015TPS dated December 4, 2006 by and between Synacor, Inc. and Embarq Management Company |
| 10.16.1 | Synacor Master Services Agreement dated September 30, 2004 by and between Synacor, Inc. and Charter Communications Holding Company, LLC |
| 10.16.2**, | Schedule F First Renewal to Synacor Master Services Agreement dated July 1, 2005 by and between Synacor, Inc. and Charter Communications Holding Company, LLC |
| 10.16.3**, | Amendment to Master Services Agreement dated September 30, 2005 by and between Synacor, Inc. and Charter Communications Holding Company, LLC |
| 10.16.4 | Amendment to Master Services Agreement dated August 16, 2006 by and among Synacor, Inc., Charter Communications Operating, LLC and Charter Communications Holding Company, LLC |
| 10.16.5** | Content Distribution Addendum to Synacor Master Services Agreement dated September 30, 2004 by and between Synacor, Inc. and Charter Communications Holding Company, LLC |
| 10.17.1**, | Letter Agreement dated July 27, 2006 by and among Synacor, Inc. and Time Warner Cable Inc. |
| 10.17.2 | Synacor Master Services Agreement dated July 13, 2004 by and among Synacor, Inc. and ACC Operations, Inc. |
| 10.17.3**, | Amendment No. 1 to Synacor Master Services Agreement dated December 28, 2004 by and among Synacor, Inc. and ACC Operations, Inc. |
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| 10.17.7 | Amendment No. 1 to Attachment Content No. 1 dated June 1, 2005 by and among Synacor, Inc. and ACC Operations, Inc. |
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| 10.17.9**, | Search Revenue Sharing Addendum to Synacor Master Services Agreement dated November 18, 2004 by and among Synacor, Inc. and ACC Operations, Inc. |
| 10.17.10**, | Search Revenue Sharing Addendum No. 2 to Synacor Master Services Agreement dated October 26, 2005 by and among Synacor, Inc. and ACC Operations, Inc. |
| 10.17.11**, | Search Revenue Sharing Addendum No. 3 to Synacor Master Services Agreement dated October 26, 2005 by and among Synacor, Inc. and ACC Operations, Inc. |
| 10.18.1** | Sublease dated March 3, 2006 between Ludlow Technical Products Corporation and Synacor, Inc. |
| 10.18.2** | First Amendment to Sublease dated as of September 25, 2006 |
| 10.18.3** | Second Amendment to Sublease dated as of February 27, 2007 |

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| 10.19** | 2007 Management Cash Incentive Plan |
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| 16.1** | Letter regarding change in certifying accountant |
| 23.1** | Consent of Deloitte & Touche LLP |
| 23.2** | Consent of Freed Maxick & Battaglia, CPAs, PC |
| 23.3* | Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1). |
| 24.1** | Power of Attorney (contained in the signature page to this registration statement) |
| 24.2** | Power of Attorney from Jeffrey Mallett |
| 99.1** | Consent of Empire Valuation Consultants, LLC |
| 99.2** | Consent of Anvil Advisors |

* To be filed by amendment.

** Previously filed.

Confidential treatment requested for portions of the document. The omitted portions have been filed with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this amendment no. 6 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buffalo, State of New York, on this 11th day of December, 2007.

SYNACOR, INC.

By: /s/ Ron Frankel

Ron Frankel
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this amendment no. 6 to the registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| Signature | Title | Date |
|----------------------------------|--|-------------------|
| /s/ Ron Frankel Ron Frankel | President, Chief Executive Officer and Director (Principal Executive Officer) | December 11, 2007 |
| /s/ Eric Blachno Eric Blachno | Chief Financial Officer (Principal Financial and Accounting Officer) | December 11, 2007 |
| * Andrew Kau | Director | December 11, 2007 |
| * Jordan Levy | Director | December 11, 2007 |
| * Jeffrey Mallett | Director | December 11, 2007 |
| * Mark Morrissette | Director | December 11, 2007 |
| * M. Scott Murphy | Director | December 11, 2007 |

Joseph Tzeng

* By: /s/ Ron Frankel

Ron Frankel, attorney-in-fact

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