

Morrissette Mark  
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	
Morrissette Mark		(Month/Day/Year)	Synacor, Inc. [SYNC]	
(Last)	(First)	(Middle)	02/09/2012	
C/O SYNACOR, INC., 40			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
LARIVIERE DRIVE SUITE 300			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
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				
BUFFALO, NY 14202				
(City)	(State)	(Zip)		

**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)
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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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Director stock option (right to purchase)	Â <u>(1)</u>	08/15/2021	Common Stock	50,000 <u>(2)</u>	\$ 3.32 <u>(3)</u>	D	Â
Series C Preferred Stock	10/19/2006	Â <u>(4)</u>	Common Stock	1,419,559 <u>(2)</u>	\$ <u>(4)</u>	I <u>(5)</u>	See Footnote <u>(5)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morrissette Mark C/O SYNACOR, INC. 40 LARIVIERE DRIVE SUITE 300 BUFFALO, NY 14202	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) 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 vest upon completion of 12 months of service after December 1, 2011 and the remainder vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through such dates.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 591,483 of the shares are held directly by North Atlantic Venture Fund III, A Limited Partnership ("NAVVF") and 828,076 of the shares are owned by North Atlantic SBIC IV, L.P. ("NASBIC"). The general partner of NAVVF is North Atlantic Investors III, LLC. The general partner of NASBIC is North Atlantic Investors SBIC IV, LLC. The Reporting Person is one of two managers of North Atlantic Investors III, LLC and North Atlantic Investors SBIC IV, LLC, sharing voting and investment power over the shares held of record by NAVVF and NASBIC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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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