Montgomery Michael J Form 3 February 09, 2012

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 *

A Montgomery Michael J

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/09/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Synacor, Inc. [SYNC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

X Director Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

BUFFALO, NYÂ 14202

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Expiration Exercisable Date

Title

Amount or Number of Shares

Derivative Security

Direct (D) or Indirect (I)

(Instr. 5)

Director stock option (right to purchase) $\hat{A} \stackrel{(1)}{=} 08/15/2021 \stackrel{Common}{Stock} 50,000 \stackrel{(2)}{=} $3.32 \stackrel{(3)}{=} D$ \hat{A}

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Montgomery Michael J C/O SYNACOR, INC. 40 LA RIVIERE DRIVE, SUITE 300 Â X

 $\hat{A} X \qquad \hat{A} \qquad \hat{A} \qquad \hat{A}$

Signatures

BUFFALO, NYÂ 14202

/s/ Michael J. 02/09/2012 Montgomery

**Signature of Reporting Date
Person

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).

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 continuous 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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