

Synacor, Inc.  
Form 4  
February 17, 2012

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**INTEL CORP**

(Last) (First) (Middle)

2200 MISSION COLLEGE BLVD.

(Street)

SANTA CLARA, CA 95054-1549

(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 \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D) | Price      |                                                                                               |                                                          |                                   |
| Common Stock                    | 02/15/2012                           |                                                    | C                              |                                                                   | 641,025 | A          | <u>(1)</u> | 641,025                                                                                       | I                                                        | See footnote <u>(2)</u>           |
| Common Stock                    | 02/15/2012                           |                                                    | C                              |                                                                   | 641,025 | A          | <u>(1)</u> | 1,282,050                                                                                     | I                                                        | See footnote <u>(2)</u>           |
| Common Stock                    | 02/15/2012                           |                                                    | C                              |                                                                   | 506,250 | A          | <u>(3)</u> | 1,788,300                                                                                     | I                                                        | See footnote <u>(2)</u>           |
| Common Stock                    | 02/15/2012                           |                                                    | C                              |                                                                   | 298,857 | A          | <u>(4)</u> | 2,087,157                                                                                     | I                                                        | See footnote <u>(2)</u>           |

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|                 |            |   |         |   |      |           |   |                        |
|-----------------|------------|---|---------|---|------|-----------|---|------------------------|
| Common<br>Stock | 02/15/2012 | S | 104,000 | D | \$ 5 | 1,983,157 | I | See<br>footnote<br>(2) |
|-----------------|------------|---|---------|---|------|-----------|---|------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title           | Amount or<br>Number of<br>Shares |
| Series A<br>Preferred<br>Stock                      | (1)                                                                | 02/15/2012                              |                                                             | C                                    | 641,025                                                                                                   | 03/14/2003                                                     | (1)                                                                 | Common<br>Stock | 641,025                          |
| Series A<br>Preferred<br>Stock                      | (1)                                                                | 02/15/2012                              |                                                             | C                                    | 641,025                                                                                                   | 10/08/2003                                                     | (1)                                                                 | Common<br>Stock | 641,025                          |
| Series B<br>Preferred<br>Stock                      | (3)                                                                | 02/15/2012                              |                                                             | C                                    | 506,250                                                                                                   | 10/01/2004                                                     | (3)                                                                 | Common<br>Stock | 506,250                          |
| Series C<br>Preferred<br>Stock                      | (4)                                                                | 02/15/2012                              |                                                             | C                                    | 298,857                                                                                                   | 10/19/2006                                                     | (4)                                                                 | Common<br>Stock | 298,857                          |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |         |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                   | Director      | 10% Owner | Officer | Other |
| INTEL CORP<br>2200 MISSION COLLEGE BLVD.<br>SANTA CLARA, CA 95054-1549            |               | X         |         |       |
| INTEL CAPITAL (CAYMAN) CORP<br>2200 MISSION COLLEGE BLVD<br>SANTA CLARA, CA 95054 |               | X         |         |       |

## Signatures

/s/ Cary Klafter, Corporate  
Secretary

02/17/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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 Series A Preferred Stock converted into shares of common stock of the Issuer on a 1.5 for 1 basis and had no expiration date.
- (2) Owned directly by Intel Capital (Cayman) Corporation, a wholly-owned subsidiary of the Reporting Person.
- (3) The Series B Preferred Stock converted into shares of common stock of the Issuer on a 1.5 for 1 basis and had no expiration date.
- (4) The Series C Preferred Stock converted into shares of common stock of the Issuer on a 1.5 for 1 basis and had no expiration date.

### Remarks:

Date of Earliest Transaction: The transaction giving rise to this Form 4 filing occurred on February 15, 2012. In accordance with

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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