

Synacor, Inc.  
Form 4  
February 17, 2012

**FORM 4**

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

OMB APPROVAL

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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

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

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/15/2012		C		641,025	A	① 641,025	I	See footnote (2)
Common Stock	02/15/2012		C		641,025	A	① 1,282,050	I	See footnote (2)
Common Stock	02/15/2012		C		506,250	A	③ 1,788,300	I	See footnote (2)
Common Stock	02/15/2012		C		298,857	A	④ 2,087,157	I	See footnote (2)

Common Stock	02/15/2012	S	104,000	D	\$ 5	1,983,157	I	See footnote <u>(2)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Securities (Instr. 3 and 4)
					V	(D)		
Series A Preferred Stock	<u>(1)</u>	02/15/2012		C		641,025	03/14/2003 <u>(1)</u>	Common Stock 641,025
Series A Preferred Stock	<u>(1)</u>	02/15/2012		C		641,025	10/08/2003 <u>(1)</u>	Common Stock 641,025
Series B Preferred Stock	<u>(3)</u>	02/15/2012		C		506,250	10/01/2004 <u>(3)</u>	Common Stock 506,250
Series C Preferred Stock	<u>(4)</u>	02/15/2012		C		298,857	10/19/2006 <u>(4)</u>	Common Stock 298,857

## Reporting Owners

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