

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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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

2. Issuer Name and Ticker or Trading Symbol
Synacor, Inc. [SYNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2200 MISSION COLLEGE BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2012

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

SANTA CLARA, CA 95054-1549

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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> |
|--------------|------------|---|---------|---|------|-----------|---|-------------------------|

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 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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