Synacor, Inc. Form 3 February 09, 2012

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

OMB

Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

2005 Estimated average

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

burden hours per response... 0.5

OMB APPROVAL

(Print or Type Responses)

1. Name and Address of Reporting

Statement

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

Person * STULL STEVEN T

Synacor, Inc. [SYNC]

(Month/Day/Year) 02/09/2012

4. Relationship of Reporting

5. If Amendment, Date Original

(Last)

1. Title of Security

(Instr. 4)

(Middle)

Person(s) to Issuer

Filed(Month/Day/Year)

LL&E TOWER, 909 POYDRAS STREET, SUITE

2230

(Check all applicable)

(Street)

(First)

X 10% Owner Director Officer (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

NEW ORLEANS, LAÂ 70112

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned 3.

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Other

Form: 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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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**

3. Title and Amount of Securities Underlying **Derivative Security**

4. Conversion

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 4)

Amount or Number of Price of Derivative Security

or Exercise

Derivative

(Instr. 5)

Date Exercisable Date

(Month/Day/Year)

Expiration Title

Security: Direct (D) Edgar Filing: Synacor, Inc. - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Convertible Preferred Stock Series A-1	(1)	(1)	Common Stock (2)	855,516 (2)	\$ <u>(1)</u>	I	by Limited Partnership (3)
Convertible Preferred Stock Series B	(1)	(1)	Common Stock (2)	993,750 (2)	\$ <u>(1)</u>	I	by Limited Partnership (3)
Convertible Preferred Stock Series C	(1)	(1)	Common Stock (2)	946,372 (2)	\$ <u>(1)</u>	I	by Limited Partnership (3)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
STULL STEVEN T						
LL&E TOWER	â	ÂΧ	â	â		
909 POYDRAS STREET, SUITE 2230	А	АЛ	А	Α		
NEW ORLEANS. LA 70112						

Signatures

/s/ Steven T.
Stull

**Signature of Reporting Person

O2/09/2012

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) Immediately prior to the closing of the issuer's initial public offering, all of issuer's outstanding preferred stock will be converted into issuer common stock in accordance with the terms disclosed in the issuer's Registration Statement on Form S-1.
- (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.
- These securities are held by two limited partnerships, neither of which beneficially owns more than 10% of the issuer's outstanding securities. Each of these limited partnerships is managed by its own general partner. As the majority owner of both of these general partners, the reporting person shares voting and investment power over these securities and therefore may be deemed to beneficially own such shares. Reporting person disclaims beneficial ownership in the shares 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. 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.

Reporting Owners 2