

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of Earliest Event Reported): October 29, 2014 (October 28, 2014)

Synacor, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33843
(Commission
File Number)

16-1542712
(IRS Employer
Identification No.)

40 La Riviere Drive, Suite 300, Buffalo, New York
(Address of principal executive offices)

14202
(Zip Code)

Registrant's telephone number, including area code: (716) 853-1362

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

Effective October 28, 2014, the board of directors of Synacor, Inc. (the "Company") appointed Scott Murphy as a director of the Company. This appointment fills the one remaining vacancy on the Company's board of directors. Mr. Murphy will be a Class III director and serve in this role until the 2017 annual meeting of stockholders. Mr. Murphy was also appointed to the audit committee.

Mr. Murphy is the managing director and Chief Investment Officer of Advantage Capital Partners ("Advantage Capital"), which provides equity and debt capital, along with strategic and operational counsel, to businesses that have the potential for both superior investment returns and meaningful community impact. Mr. Murphy rejoined Advantage Capital in 2012 after serving in the United States Congress representing New York from 2009 to 2011. Mr. Murphy previously worked at Advantage Capital from 2001 to 2009, overseeing the New York portfolio. Mr. Murphy received his A.B. magna cum laude from Harvard University. He has earned the right to use the Chartered Financial Analyst designation and is a former President of the Upstate Venture Association of New York.

Advantage Capital holds an 8% equity interest in the Company.

Consistent with the Company's non-employee director compensation policy, Mr. Murphy will receive annual cash retainers for his service on the board and the audit committee and an initial stock option grant of 50,000 shares. The stock options will vest over four years of service, with 25% vesting after completion of one year of service and the remainder vesting monthly over an additional three years of service. In addition, in the event of the Company's change of control or Mr. Murphy's death, disability or retirement at or after age 65, any unvested option shares will fully vest. Mr. Murphy will also enter into an indemnification agreement with the Company, in the same form entered into with the Company's other directors and executive officers.

Item 9.01 Financial Statements and Exhibits.

99.1 Press release issued by Synacor, Inc. dated October 29, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Synacor, Inc.

Date: October 29, 2014

By: /s/ WILLIAM J. STUART

William J. Stuart

Chief Financial Officer and Secretary



Synacor Appoints Entrepreneur and Former U.S. Congressman Scott Murphy to its Board of Directors

BUFFALO, NY -- (October 29, 2014) -- Synacor Inc. (NASDAQ: SYNC) today announced it has appointed Scott Murphy to its Board of Directors, effective October 28, 2014. The appointment of Mr. Murphy—managing director and chief investment officer of Advantage Capital Partners, which holds an approximate 8% stake in Synacor—signals strong support for Synacor’s new business strategy from an accomplished tech entrepreneur and former U.S. Representative of New York’s 20th congressional district. Murphy brings deep expertise in shareholder rights and corporate governance, and is a natural fit for Synacor’s Board, which includes senior executive representation from technology, telecom, media, entertainment and cable industries.

“Scott Murphy’s congressional experience, coupled with his tenure as a successful investor specializing in technology, makes him an excellent addition to Synacor’s Board. Additionally, Scott’s arriving at a pivotal time for Synacor, as we continue executing on our strategic plan to return Synacor to profitable growth,” said Synacor CEO Himesh Bhise. “All of us on the Board are delighted to be working with Scott and benefitting from his entrepreneurial leadership and corporate governance expertise.”

Murphy previously served on Synacor’s Board from October 2004 until April 2009, when he won a special election to fill the vacated seat of then Representative Kirsten Gillibrand, when Gillibrand was named to Senator Hillary Rodham Clinton’s vacated seat, when Clinton was appointed as U.S. Secretary of State.

“I’ve had the distinct pleasure and benefit of knowing Synacor for years, as a past member of the Board and long-time investor as a partner at Advantage Capital,” Murphy said. “I have confidence in the people, the products and Synacor’s current leadership under Himesh Bhise and his strategic plan forward. I am honored and excited to be appointed to the Board and to be part of the team committed to returning Synacor to growth.”

Murphy, a magna cum laude graduate of Harvard University, lives in New York with his wife and three children.

About Synacor

Synacor’s white-label platform enables cable, satellite, telecom and consumer electronics companies to deliver TV Everywhere, digital entertainment, cloud-based services and apps to their end-consumers across multiple devices, strengthening those relationships while monetizing the engagement. In addition, Synacor offers digital ad inventory for brands wanting a customized, targeted, programmatic means of reaching their audiences. Synacor (NASDAQ: SYNC) is headquartered in Buffalo, NY, with tech hubs in Toronto, Ottawa and Boston, and ad sales offices in New York, Detroit and Los Angeles. For more information, visit synacor.com. All Media. One Place. Any Device.

Forward-Looking Statements

This release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations or beliefs of management of Synacor, and are subject to uncertainty and changes in circumstances. Actual results may vary materially from those expressed or implied by the statements herein due to changes in economic, business, competitive, technological and/or regulatory factors, and other factors affecting the operation of the respective businesses of Synacor. More detailed information about these factors may be found under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in Synacor’s annual report on Form 10-K for the year ended December 31, 2013, which is available on the company’s website at investor.synacor.com and on the SEC’s website at www.sec.gov. Synacor is under no obligation to, and expressly disclaims any such obligation to, update or alter their respective forward-looking statements, whether as a result of new information, future events, or otherwise.

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The Synacor logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=11609>