
**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): May 22, 2017 (May 18, 2017)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

Effective May 18, 2017, the board of directors of Synacor, Inc. (the “Company”) appointed Lisa Donohue as a director of the Company. This appointment fills a vacancy on the Company’s board of directors. Ms. Donohue will be a Class II director and serve in this role until the 2019 annual meeting of stockholders. Ms. Donohue was also appointed to the audit committee.

Ms. Donohue is president of Starcom Global Brand, a global media agency, having previously served as chief executive officer of Starcom USA. Ms. Donohue is also a member of the Publicis Media global leadership team. Ms. Donohue received a B.A. in Organizational Behavior and Management and Economics from Brown University.

Consistent with the Company’s non-employee director compensation policy, Ms. Donohue will receive annual cash retainers for her 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 Ms. Donohue’s death, disability or retirement at or after age 65, any unvested option shares will fully vest. Ms. Donohue 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 May 22, 2017.

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: May 22, 2017

By: /s/ William J. Stuart

William J. Stuart
Chief Financial Officer and Secretary

SYNACOR APPOINTS LISA DONOHUE, STARCOM GLOBAL BRAND PRESIDENT, TO BOARD OF DIRECTORS

BUFFALO, NY, May 22, 2017 – Synacor (NASDAQ: SYNC) today announced it has appointed Starcom Global Brand President Lisa Donohue to its Board of Directors, effective May 18, 2017.

In addition to providing industry-leading portal, email, and video technology solutions, Synacor is a monetization partner for hundreds of Internet Service Providers, Consumer Electronics Companies, and Content Publishers. Synacor’s brand-safe advertising platform reaches more than 200 million monthly uniques and is poised for high growth. Donohue, who is also a member of the Publicis Media global leadership team, brings deep experience and expertise in advertising and leveraging data to drive consumer media consumption. She joins a Synacor Board that includes accomplished executives from the technology, telecom, media, and cable industries.

“Advertising is a significant line of business at Synacor and is poised to grow rapidly. Lisa’s depth of advertising experience coupled with her exceptional global marketer perspective, makes her an excellent addition to Synacor’s Board,” said Synacor CEO Himesh Bhise. “Her success shaping Starcom into an entrepreneurial, creative, and data-driven organization will be invaluable as we expand Synacor’s programmatic business and mobile monetization.”

“I am honored to join the Synacor Board at such an exciting time for the company, and the industry,” said Donohue. “Marketers continue to navigate the ability for technology to fuel more meaningful consumer connections. Synacor is positioned to do just that and I look forward to working alongside Himesh, the Synacor Board and the management team in expanding the business.”

Donohue joined Starcom in 1987 and has played an instrumental role in growing the company into one of the most successful global media

agencies with \$26 billion in global media billings worldwide. Previously the CEO of Starcom USA, Donohue guided teams to overcome challenges on behalf of the world's leading marketers and new establishment brands, including Airbnb, Samsung, Procter & Gamble, Bank of America, Kellogg's, Kraft Heinz, and Visa.

"We conducted a thorough search for someone who could further strengthen our Board's depth of talent and background, and Lisa truly stood out," said Jordan Levy, Synacor's chairman. "I'm confident that Lisa is going to make an important and positive impact on the Synacor team and business."

Donohue is actively involved in a number of organizations and charities. She is President of the Board of Trustees at Milton Academy in Massachusetts, and serves on the boards of She Runs It and The 4A's. She graduated from Brown University with a B.A. in Organizational Behavior and Management and Economics.

About Synacor

Synacor (Nasdaq: SYNC) is the trusted technology development, multiplatform services and revenue partner for video, internet and communications providers, device manufacturers, governments and enterprises. Synacor's mission is to enable its customers to better engage with their consumers. Its customers use Synacor's technology platforms and services to scale their businesses and extend their subscriber relationships. Synacor delivers managed portals, advertising solutions, email and collaboration platforms, end-to-end video solutions and cloud-based identity management. www.synacor.com

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