

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

AMENDMENT NO. 8
TO
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SYNACOR, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

7370
(Primary Standard Industrial
Classification Code Number)

16-1542712
(I.R.S. Employer
Identification Number)

40 La Riviere Drive, Suite 300
Buffalo, NY 14202
(716) 853-1362

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

Ronald N. Frankel
President and Chief Executive Officer
Synacor, Inc.
40 La Riviere Drive, Suite 300
Buffalo, NY 14202
(716) 853-1362

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

Scott Dettmer, Esq.
Brian Hutchings, Esq.
Gunderson Dettmer Stough
Villeneuve Franklin & Hachigian, LLP
220 West 42nd Street, 21st Floor
New York, New York 10036
(212) 730-8133

Steven L. Grossman, Esq.
O'Melveny & Myers, LLP
1999 Avenue of the Stars, 7th Floor
Los Angeles, California 90067
(310) 553-6700

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

- | | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
- (Do not check if a smaller reporting company)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 8 to the Registration Statement on Form S-1 (File No. 333-178049) is solely made to file exhibits previously omitted. No changes have been made to Part I of the Registration Statement or Items 13, 14, 15, 16(b) or 17 of Part II of the Registration Statement. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 16(a) of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits.

Item 16. Exhibits and Financial Statement Schedules*(a) Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
1.1 †	Form of Underwriting Agreement
3.1 †	Fourth Amended and Restated Certificate of Incorporation
3.2 †	Form of Fifth Amended and Restated Certificate of Incorporation to be effective upon closing
3.3 †	Amended and Restated Bylaws
3.4 †	Form of Amended and Restated Bylaws to be effective upon closing
3.5 †	First Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation
3.6 †	Second Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation
4.1 †	Reference is made to Exhibits 3.1, 3.2, 3.3, 3.4, 3.5 and 3.6
4.2	Form of certificate for common stock
4.3 †	Third Amended and Restated Investors' Rights Agreement by and among Synacor, Inc., certain stockholders and the investors listed on the signature pages thereto
4.4 †	Third Amended and Restated Stock Restriction, First Refusal and Co-Sale Agreement by and among Synacor, Inc., certain stockholders and the investors listed on the signature pages thereto
4.5 †	Third Amended and Restated Voting Agreement by and among Synacor, Inc., certain stockholders and the investors listed on the signature pages thereto
5.1 †	Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP
10.1 †	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers and certain key employees
10.2.1 †	2000 Stock Plan
10.2.2 †	Amendment to 2000 Stock Plan, adopted September 30, 2004
10.2.3 †	Amendment to 2000 Stock Plan, adopted June 9, 2006
10.2.4 †	Amendment to 2000 Stock Plan, adopted October 19, 2006
10.2.5 †	Amendment to 2000 Stock Plan, adopted July 31, 2008
10.2.6 †	Form of Stock Option Agreement under 2000 Stock Plan
10.2.7 †	Stock Option Agreement under 2000 Stock Plan with Ronald N. Frankel
10.3.1 †	2006 Stock Plan
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10.3.5 †	Amendment No. 4 to 2006 Stock Plan
10.3.6 †	Amendment No. 5 to 2006 Stock Plan
10.3.7 †	Amendment No. 6 to 2006 Stock Plan

<u>Exhibit No.</u>	<u>Description</u>
10.3.8 †	Amendment No. 7 to 2006 Stock Plan
10.3.9 †	Form of Stock Option Agreement under 2006 Stock Plan with Jordan Levy
10.3.10 †	Stock Option Agreement under 2006 Stock Plan with Ronald N. Frankel
10.3.11 †	Form of Stock Option Agreement with Ronald N. Frankel under 2006 Stock Plan
10.3.12 †	Form of Stock Option Agreement with George G. Chamoun under 2006 Stock Plan
10.3.13 †	Form of Stock Option Agreement with Scott A. Bailey under 2006 Stock Plan
10.3.14 †	Form of Director Stock Option Agreement under 2006 Stock Plan
10.3.15 †	Form of Director Stock Option Agreement under 2006 Stock Plan
10.4.1 †	2012 Equity Incentive Plan
10.4.2 †	Form of Stock Option Agreement under 2012 Equity Incentive Plan
10.4.3 †	Form of Stock Unit Agreement under 2012 Equity Incentive Plan
10.5.1 †	Letter Agreement dated July 31, 2007 with Ronald N. Frankel
10.5.2 †	Severance Agreement with Ronald N. Frankel
10.6 †	Letter Agreement dated October 15, 2010 with Scott A. Bailey
10.7.1 †	Employment and Noncompetition Agreement dated December 22, 2000 between George G. Chamoun and CKMP, Inc.
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10.8 †	Letter Agreement dated August 3, 2011 with William J. Stuart
10.9.1 ††	Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated as of April 1, 2010
10.9.2 ††	Amendment #1 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated as of October 1, 2010
10.9.3 ††	Amendment #2 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated as of May 25, 2011
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10.10 ††	Master Services Agreement between Qwest Corporation and Synacor, Inc. dated as of July 1, 2010
10.11.1 ††	Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of December 4, 2006
10.11.2 ††	Contract Order between Embarq Management Company and Synacor, Inc. dated as of December 4, 2006.
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10.11.4 ††	Second Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of February 6, 2008
10.11.5 ††	Third Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of December 17, 2007

<u>Exhibit No.</u>	<u>Description</u>
10.11.6 ††	Fourth Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of April 15, 2008
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10.11.13 †	Amendment #11 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of February 24, 2010
10.11.14 ††	Amendment #12 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of March 5, 2010
10.11.15 ††	Amendment #13 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of September 22, 2010
10.11.16 †	Amendment #14 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of July 25, 2011
10.11.17 †	Amendment #15 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of August 31, 2011
10.11.18 †	Amendment #16 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of October 1, 2011
10.11.19 †	Amendment #17 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of October 1, 2011
10.12 ††	Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated as of July 1, 2010
10.13.1 ††	Google Services Agreement between Google Inc. and Synacor, Inc. dated as of March 1, 2011
10.13.2 ††	Amendment Number One to Google Services Agreement between Google Inc. and Synacor, Inc. dated as of July 1, 2011
10.14.1 †	Sublease dated March 3, 2006 between Ludlow Technical Products Corporation and Synacor, Inc.
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10.16 †	Form of Common Stock Repurchase Agreement
21.1 †	List of subsidiaries
23.1 †	Consent of Deloitte & Touche LLP
23.2 †	Consent of Anvil Advisors, LLC
23.3 †	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).
24.1 †	Power of Attorney (contained in the signature page of the original filing)
24.2 †	Power of Attorney from Marwan Fawaz and Gary L. Ginsberg (contained in the signature page to amendment no. 1 to this registration statement)
24.3 †	Power of Attorney from Michael J. Montgomery (contained in the signature page to amendment no. 3 to this registration statement)

Notes:

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Notes:

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COMMON STOCK

COMMON STOCK



synacor[®]

SYNACOR, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

SEE REVERSE FOR CERTAIN DEFINITIONS
CUSIP 871561 10 6

This Certifies that

SPECIMEN

is the record holder of

FULLY PAID AND NONASSESSABLE SHARES OF COMMON STOCK, \$0.01 PAR VALUE PER SHARE, OF

SYNACOR, INC.

transferable on the books of the Corporation in person or by duly authorized attorney on surrender of this Certificate properly endorsed. This Certificate shall not be valid until countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile signatures of its duly authorized officers.

Dated:

PRESIDENT

TREASURER

REGISTERED AND TRANSFER AGENT
REGISTERAL AND TRANSFER COMPANY
 CHICAGO, ILL.
 TRANSFER AGENT AND REGISTRAR

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM – as tenants in common
TEN ENT – as tenants by the entireties
JT TEN – as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT– _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors
Act _____
(State)
UNIF TRF MIN ACT– _____ Custodian (until age _____)
(Cust)
_____ under Uniform Transfers
(Minor)
to Minors Act _____
(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ Shares of the
common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint
_____ Attorney to transfer the
said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

X _____
X _____

NOTICE: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

Signature(s) Guaranteed

By _____
THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, OR DESTROYED THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.