

**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 27, 2020



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

NOT APPLICABLE

(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 Par Value (voting)	SYNC	The Nasdaq Stock Market LLC (The Nasdaq Global Market)

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 1.01 Entry into a Material Definitive Agreement.

On May 27, 2020, Synacor, Inc. (the “Company”) and Google LLC entered into Amendment Number One to Google Services Agreement (“Amendment”), effective as of June 1, 2020. The Amendment amends the Google Services Agreement that has an effective date of June 1, 2018 (the “Agreement”). The Amendment extends the term of the Agreement through May 31, 2021. Additionally, the Amendment removes image search service, and removes references to a co-branded site.

A copy of the Amendment is attached to this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 [Amendment Number One to Google Services Agreement, dated May 27, 2020](#) *

* Portions of the referenced exhibit have been omitted pursuant to Item 601(b) of Regulation S-K.

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: June 2, 2020

By: /s/ Timothy J. Heasley
Timothy J. Heasley
Chief Financial Officer and Secretary

SPECIFIC TERMS IN THIS EXHIBIT HAVE BEEN REDACTED BECAUSE SUCH TERMS ARE NOT MATERIAL AND WOULD BE COMPETITIVELY HARMFUL IF PUBLICLY DISCLOSED. SUCH TERMS HAVE BEEN MARKED AT THE APPROPRIATE PLACE WITH [*]

AMENDMENT NUMBER ONE TO GOOGLE SERVICES AGREEMENT

This Amendment Number One to the Google Services Agreement (“**Amendment**”), effective as of June 1, 2020 (“**Amendment Effective Date**”), is between Google LLC (“**Google**”) and Synacor, Inc. (“**Company**”) and amends the Google Services Agreement that has an effective date of June 1, 2018 (the “**Agreement**”). Capitalized terms not defined in this Amendment have the meanings given to those terms in the Agreement. The parties agree as follows:

1. **Renewal Term.** The “Term” as set forth on the cover page of the Agreement is extended to continue through May 31, 2021 (inclusive).
2. **Image Search Service Removed.** Effective as of the Amendment Effective Date, and for the remainder of the Term: [*] (c) all references to the IS Search Service will be deemed deleted from the Agreement [*].
3. **[*] Co-Branded Site.** Section 2.4 is deleted in its entirety.
4. **General.** The parties may execute this Amendment in counterparts, including facsimile, PDF, or other electronic copies, which taken together will constitute one instrument. Except as expressly modified herein, the terms of the Agreement remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment by persons duly authorized.

GOOGLE

By: /s/ Philipp Schindler
Name: Philipp Schindler
Title: Authorized Signatory
Date: May 27, 2020

Synacor, Inc.

By: /s/ Timothy J. Heasley
Name: Timothy J. Heasley
Title: Chief Financial Officer
Date: May 27, 2020