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# SCHEDULE 14A INFORMATION

## Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

## SYNACOR, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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# SYNACOR

THE TRUSTED TECH, SERVICES AND REVENUE PARTNER

NEW LEADERSHIP EXECUTING THE RIGHT STRATEGY TO CREATE  
SUSTAINABLE STOCKHOLDER VALUE

APRIL 16 2015

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# SAFE HARBOR AND IMPORTANT ADDITIONAL INFORMATION

"Safe Harbor" statement under the Private Securities Litigation Reform Act of 1995: This communication contains forward-looking statements concerning Synacor's expected financial performance for the first quarter of 2015. These results are preliminary, have not been reviewed or audited by Synacor's independent registered public accounting firm, and are accordingly subject to adjustment prior to Synacor's reporting its complete financial results for the first fiscal quarter. The achievement or success of the matters covered by such forward-looking statements involves risks, uncertainties and assumptions. If any such risks or uncertainties materialize or if any of the assumptions prove incorrect, the company's results could differ materially from the results expressed or implied by the forward-looking statements the company makes.

The risks and uncertainties referred to above include - but are not limited to - risks associated with: adjustments to our preliminary estimates for the financial results of the first quarter; issues encountered in the completion of the quarterly review; and general economic conditions.

Further information on these and other factors that could affect the company's financial results is included in filings it makes with the Securities and Exchange Commission from time to time, including the section entitled "Risk Factors" in the company's most recent Form 10-K, as amended, filed with the SEC. These documents are available on the SEC Filings section of the Investor Information section of the company's website at <http://investor.synacor.com/>. All information provided in this release and in the attachments is available as of April 16, 2015, and Synacor undertakes no duty to update this information.

## Important Additional Information

Synacor, Inc. (the "Company") has provided to its stockholders a definitive proxy statement, filed with the Securities and Exchange Commission ("SEC") on March 27, 2015, and an accompanying proxy card in connection with the Company's 2015 annual meeting of stockholders (the "2015 Annual Meeting"). The Company, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from stockholders in connection with the 2015 Annual Meeting. Information concerning the interests of these directors and executive officers in connection with the matters to be voted on at the 2015 Annual Meeting is included in the definitive proxy statement filed by the Company with the SEC in connection with such meeting. In addition, information concerning the Company's directors and executive officers is available in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on March 12, 2015. To the extent holdings of the Company's securities have changed since the amounts contained in the definitive proxy statement filed with the SEC in connection with the 2015 Annual Meeting, such changes have been reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 and Statements of Changes in Beneficial Ownership of Securities on Form 4 filed with the SEC. Such documents are, or will be, available free of charge at the SEC website at [www.sec.gov](http://www.sec.gov). STOCKHOLDERS ARE URGED TO READ CAREFULLY THE DEFINITIVE PROXY STATEMENT FILED BY THE COMPANY AND ANY OTHER RELEVANT DOCUMENTS FILED WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION WITH RESPECT TO THE PARTICIPANTS.

# NEW LEADERSHIP AND EXPERIENCED BOARD EXECUTING THE RIGHT STRATEGY TO CREATE SUSTAINABLE STOCKHOLDER VALUE

- **Highly-qualified and experienced Board in place** committed to creating sustainable stockholder value
- Board named a **new CEO in August 2014** after an extensive executive search process to turnaround and grow the company
- **Company restructured** in September 2014 to reduce costs and return to profitability
- Management team **executing on a clear strategic plan**, well received by analysts, that we believe will drive profitable growth in four areas of market opportunity:
  - Increasing value for existing customers by optimizing user experience and monetization
  - Innovating on Synacor-as-a-platform for advanced services
  - Winning new customers in current and related verticals
  - Extending our product portfolio into emerging growth areas
- **The strategic plan is already yielding financial results** evidenced in Synacor's Q4 2014 results, and continuing in Q1 2015:
  - Q4 2014 was the second highest revenue and highest adjusted EBITDA quarter in the history of the company
  - Q1 2015 will also be EBITDA profitable, with **results expected to be at the high - end or to exceed guidance**
  - Drove 5% year-over-year revenue growth in Q4, expected to continue in Q1
- **Stock price reflects renewed stockholder confidence - SYNC rose by 19.2%** between the first trading day after the announcement of Q2 2014 results from prior leadership (8/13/14) and the Annual Meeting record date (3/23/15):
  - SYNC outperformed Nasdaq Composite Index by 620bp, Nasdaq Computer Index by 790bp, and Russell 2000 Index by 840bp

# FIRST 6 MONTHS AS CEO...

- **HimesthisnamedCEOonAugust42014**, after anextensiveexecutivesearchprocessto **turnaroundandgrowthe company**
- On August 12 2014, the company announced the prior quarter results (from prior leadership), which included the loss of a major customer and the loss of \$7.3M of cash
- Met with key stakeholders to gather feedback and **determine the right path to maximize stockholder value**
  - Reviewed product portfolio, current investments, and market opportunity with the Board and management team
  - Met with major customers
  - Reached out to major stockholders, including JEC/Ratio
  - Met with industry experts and analysts
- Quickly **took action** on September 30 2014 **to restructure the business and restore profitability**
  - Right-sized the current business, reducing ~20% of the workforce
  - Focused R&D on the highest-revenue opportunities
  - Reduced operating expenses by ~\$1.5 million per quarter
- On **October 30 2014 reported positive adjusted EBITDA for Q3** , and announced strategic plan built on four pillars of attractive market opportunity
- **AddedScotMurphytotheBoardof Directors** former USCongressmaandManagingDirectorof AdvantageCapitalfor his entrepreneurialexperience,governanceexpertise, andadditional**stockholderepresentation**
- **Executing against strategic plan with focus and operating discipline. Making measurable progress on revenue growth and profitability** evidenced by partner/customer announcements and record Q4 financial results

# FOUNDATION: OPERATING DISCIPLINE & SOUND FINANCIAL FOOTING

## STREAMLINE OPERATIONS AND DEVELOP OUR TALENT

- Reduced ~70 positions, ~20% of the workforce
- Organized talent aligned to products, creating role and career path clarity
- Restored positive adjusted EBITDA and cash flow

## FOCUS AND PRIORITIZE SPEND ON HIGHEST REVENUE-GENERATING ITEMS

- Reduced overall R&D spend – better build vs. buy decisions
- Focused R&D spend on strategic product priorities
- Increased emphasis on sales and marketing

RESTRUCTURING EXPECTED TO DELIVER \$6M+ OF ANNUALIZED SAVINGS

# PROFITABLE GROWTH: STRATEGIC PLAN TO MAXIMIZE STOCKHOLDER VALUE

Return to profitable revenue growth

Increase value for existing customers by optimizing experience & monetization

Accelerate deployment & usage of new portal and communication products

Build & deploy mobile experiences

Optimize monetization – grow video inventory and data

Innovate on Synacor-as-a-platform for advanced services

Broaden Cloud ID across providers and services

Scale and extend metadata-driven search & discovery

Create a professional services team to deliver end-to-end video solutions

Win new customers in current and related verticals

Continue to pursue remaining broadband and pay-TV providers

Syndicate 'start' modules in related verticals and devices: Wireless, OEMs, Publishers

Extend product portfolio into emerging growth areas

Focused growth in international

Opportunistically explore new services:  
Business services  
Bill-thru premiums

Instill operating discipline and get Synacor back on sound financial footing

Streamline operations and develop our talent

Focus & prioritize R&D on highest revenue-generating opportunities

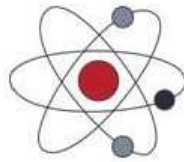
# SIGNIFICANT PROGRESS AGAINST OUR STRATEGIC PLAN AND THE FOUR PILLARS OF MARKET OPPORTUNITY

Synacor is the trusted technology development, multiplatform services and revenue partner for video, internet and communications providers, and device manufacturers. We deliver modern, digital experiences and advertising to their consumers that requires scale, actionable data and sophisticated implementation.



## INCREASING VALUE FOR EXISTING CUSTOMERS BY OPTIMIZING USER EXPERIENCE AND MONETIZATION

- Verizon launches our new startpage and PowerPlay video search & discovery product on both desktop and mobile
- BlueKai partnership brings programmatic automation and precision to online & mobile advertising
- Ad revenue grows in fourth quarter 47% YoY, with emphasis on video



## INNOVATING ON SYNACOR-AS-A-PLATFORM FOR ADVANCED SERVICES

- NimbleTV acquisition delivers Live TV, Cloud DVR & Cloud-based features on any device
- Partnership with thePlatform provides customers with access to a highly scalable, flexible, and enterprise-grade video publishing system
- Fac-12 Networks launches Synacor Cloud ID across campuses



## WINNING NEW CUSTOMERS IN CURRENT AND RELATED VERTICALS

- United Online's NetZero and Juno portals feature syndicated digital content and advertising from Synacor
- Cloud ID platform launches for Telus of Canada
- "Don't Miss" launches as a syndicated component on BuddyTV



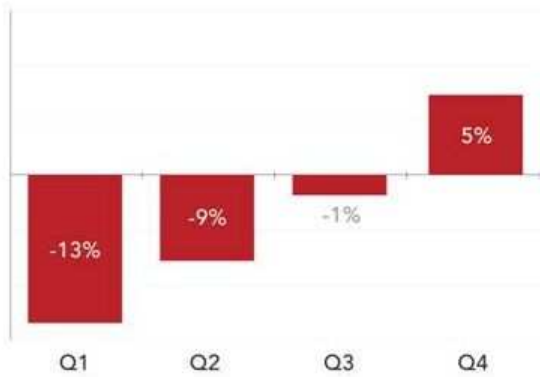
## EXTENDING OUR PRODUCT PORTFOLIO INTO EMERGING GROWTH AREAS

- Synacor successfully migrates Email for Televisa, the largest digital MSO in Mexico
- Email and Startpage launch for Grupo TV Cable Ecuador, Ecuador's largest cable operator



# POSITIVE FINANCIAL MOMENTUM IN 2H 2014

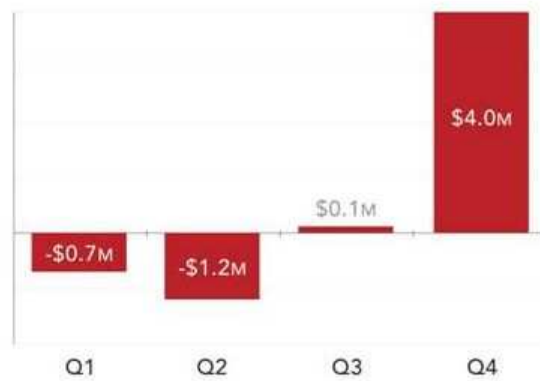
YoY REVENUE GROWTH BY QUARTER



## REVENUE

- FY2014: \$106.6M vs. August 12 2014 guidance of \$100M–\$103M
- 4Q14: second highest revenue quarter in the history of the company; 5% YoY increase

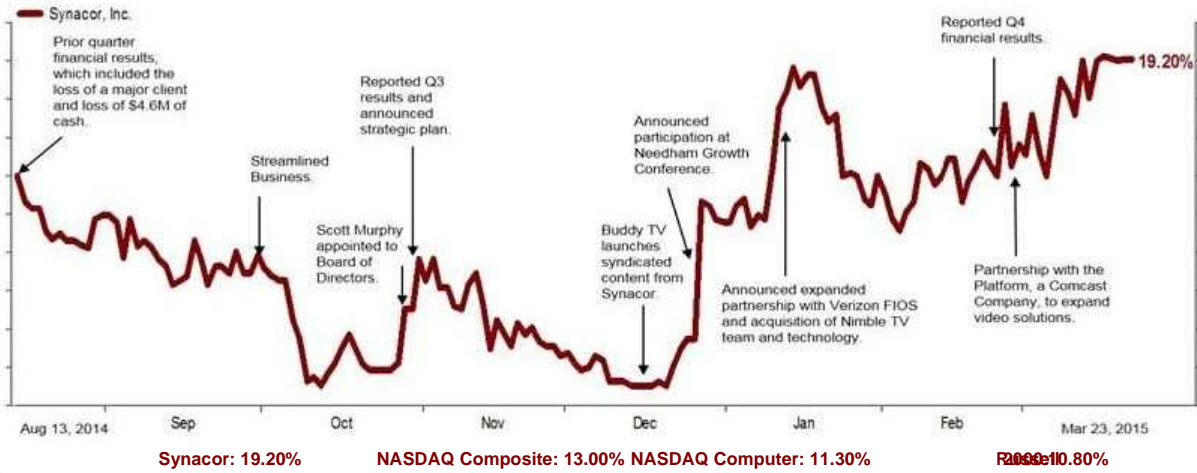
2014 ADJUSTED EBITDA BY QUARTER



## ADJUSTED EBITDA

- FY2014: \$2.2M vs. August 12 2014 guidance of (\$2.5M)–(\$1.0M)
- 4Q14: highest EBITDA quarter in the history of the company; 44% YoY increase

# CREATING STOCKHOLDER VALUE



RENEWED STOCKHOLDER CONFIDENCE IN BUSINESS HAS DRIVEN A 19.2% APPRECIATION\* IN SYNC STOCK - OUTPERFORMING THE NASDAQ COMPOSITE BY 620BP AND RUSSELL 2000 INDEX BY 840BP

\* Between the first trading day after the announcement of Q2 2014 results from prior leadership (8/13/14) and the Annual Meeting record date (3/23/15)

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# HIGHLY QUALIFIED AND EXPERIENCED BOARD WHO ARE COMMITTED TO CREATING SUSTAINABLE STOCKHOLDER VALUE

- **Operating leadership** newly appointed CEO Himesh Bhise
- Synacor's Board and Senior Management have **the depth and diversity of skills and expertise** needed to continue executing on the Four Pillar strategy
- The Board is comprised of seven **highly - qualified and proven leaders** , including six independent directors
- The Board includes **current and former C - level executives** from Fortune 500 companies, and veteran professionals responsible for investing hundreds of millions of dollars in growth companies
- The Board has **the business experience, commitment and stockholder representation** that we believe is necessary to act in the best interests of all Synacor stockholders
- The Board is **active and engaged** , overseeing the implementation of the Company's Four Pillar strategy and driving results
- The Board of Directors is **committed to creating sustainable stockholder value**



## **Himesh Bhisani**, Chief Executive Officer & Director

- CEO and Director since August 2014
- Leading broadband, multiscreen and mobile executive
- Comcast Cable VP, New Services & Platforms
- Charter Communications VP, General Manager of High Speed Internet
- AOL –VP, General Manager of Mobile Division
- McKinsey & Company Associate Partner, Telecom and M&A practices
- M.B.A. –The Wharton School at the University of Pennsylvania



**Jordan Levy** *Chairman of the Board*

- Partner at Softbank Capital
- Former senior executive at Software Etc., now GameStop (NYSE:GME)
- Co-founder of Software Distribution Services, now known as Ingram Micro (NYSE:IM)
- Previously served on the boards of ZipList (sold to Citicorp), OMGPOP (sold to Zynga), Hyperpublic (sold to Groupon), and Lorex Technology Inc.



**Andrew Kau** *Director*

- Managing Director at Walden International, the leading firm focused on cross-border investments including: GoPro (Nasdaq: GPRO); Inphi Corp. (NYSE:IPHI); iKANG Healthcare Group (Nasdaq:KANG); Semiconductor Manufacturing International (NYSE: SMI)
- Strategic Planning Associates, LLC – management consultant
- Booz, Allen and Hamilton, Inc. – management consultant



**Marwan Fawaz** *Director*

- Former EVP of Motorola Mobility, responsible for leading Motorola's Home business
- Former EVP of Strategy and CTO of Charter Communications
- Former SVP and CTO of Adelphia Communications



**Michael Montgomery** *Director*

- Former CEO at Sega GameWorks
- Former senior executive at DreamWorks Studios and The Walt Disney Company
- Board member of DreamWorks Animation SKG, Inc. (Nasdaq: DWA)



**Gary Ginsberg** *Director*

- Executive Vice President of Corporate Marketing and Communications at Time Warner Inc.
- Former EVP at News Corporation
- Former Board Member of Audible (Nasdaq: ADBL; acquired by Amazon)



**Scott Murphy** *Director*

- Managing Director and Chief Investment Officer at Advantage Capital Partners
- Former U.S. Congressman
- Co-founded three tech companies, including an online auction company that was sold to eBay (Nasdaq: EBAY) and a website-building company that was sold to iXL Enterprises, now part of Microsoft

## SETTING THE RECORD STRAIGHT ON JEC/RATIO'S MISLEADING STATEMENTS AND QUESTIONABLE MOTIVES

- JEC/Ratio is **seeking to displace the new CEO and disrupt the positive momentum** generated by the Four Pillar business strategy
- JEC/Ratio **has not offered any constructive alternative business plan** or new ideas to create sustainable stockholder value
- The JEC/Ratio **nominees lack the public company board level experience** and qualifications of the Synacor nominees
- Current Directors have not sold a single share of Synacor since our new CEO joined the Company. In fact, **Directors and Senior Management have purchased over 100,000 additional shares of Synacor** during this time
- Current Board and executive officers, together with their affiliates, **own 24.8% of the Company's stock**, so **stockholder interests are well represented on the Board**
- Synacor's current **Management has reached out to JEC/Ratio and remains open to constructive ideas** from all stockholders
- The current Board is committed to doing what is in **the best interests of all Synacor stockholders**
- **JEC/Ratio appears to have questionable motives** for waging a public campaign of insults and attacks

SYNACOR'S CURRENT BOARD AND MANAGEMENT IS EXECUTING ON THE  
FOUR PILLAR STRATEGIC PLAN AND ALREADY DELIVERING POSITIVE RESULTS

## SUMMARY: NEW LEADERSHIP AND EXPERIENCED BOARD EXECUTING THE RIGHT STRATEGY TO CREATE SUSTAINABLE STOCKHOLDER VALUE

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NOW IS NOT THE TIME TO DISRUPT THE MOMENTUM OF THE BUSINESS



THANK YOU

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# APPENDIX

## Non-GAAP Reconciliations (thousands)

The following table presents a reconciliation of net income (loss) to adjusted EBITDA for each of the periods indicated:

	For the Three Months Ended				Year 2014
	March 31 2014	June 30 2014	September 30 2014	December 31 2014	
<b>Reconciliation of Adjusted EBITDA:</b>					
Net income (loss)	(2,056)	(1,868)	(2,596)	(6,418)	(12,931)
Provision (benefit) for income taxes	(684)	(641)	(1,288)	7,434	4,821
Interest expense	88	23	75	32	218
Other (income) expense	(8)	(6)	14	29	28
Depreciation	1,058	1,117	1,133	1,818	5,126
Loss in equity interest	246	344	239	234	1,063
Stock-based compensation	681	847	1,226	842	3,595
Gain on sale of domain	-	(1,000)	-	-	(1,000)
Reduction in workforce severance and related costs	-	-	1,260	-	1,260
<b>Adjusted EBITDA</b>	<b>\$ (675)</b>	<b>\$ (1,184)</b>	<b>\$ 63</b>	<b>\$ 3,971</b>	<b>2,180</b>