

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Estimated average burden
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
[] Form 3 Holdings Reported
[X] Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Levy Jordan			Synacor, Inc. [SYNC]			<input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)					
ONE HSBC CENTER, SUITE 3850			12/31/2012					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
BUFFALO, NY 14203						<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(City)			(State)			(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	6/12/2012		J4 (1)	610	A	\$0	108833	D	
Common Stock	6/12/2012		J4 (2)	833	A	\$0	70559	I	See footnote. (3)
Common Stock							2100	I	By Spouse.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (MM/DD/YYYY)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director stock option (right to purchase)	\$2.52						(4)	9/13/2017	Common Stock	30000		30000	D	
Director stock option (right to purchase)	\$2.88						(5)	11/17/2020	Common Stock	50000		50000	D	
Director stock option (right to purchase)	\$3.32						(6)	8/15/2021	Common Stock	17500		17500	D	
Director stock option (right to purchase)	\$11.14						(7)	5/23/2022	Common Stock	5000		5000	D	

Explanation of Responses:

(1) Pro rata distribution from Chek Ventures LLC, of which the reporting person is a non-managing member.

- (2) Pro Rata distribution from Chek Ventures II LLC, of which JoRon Management LLC ("JoRon", of which the reporting person is one of two managers) is a non-managing member.
- (3) Held directly by JoRon. The reporting person disclaims beneficial ownership of the shares held by JoRon except to the extent of his pecuniary interest therein. In a prior report, the reporting person reported beneficial ownership of 193,547 shares of Issuer common stock held by JoRon and disclaimed beneficial ownership of the shares held by JoRon except to the extent of his pecuniary interest therein. Subsequent to that report, (a) JoRon sold 9,677 shares of Issuer common stock in Issuer's initial public offering, (b) JoRon acquired 833 shares of Issuer common stock in the distribution by Chek Ventures II LLC reported on this line item, and (c) JoRon distributed a total of 114,144 shares of Issuer common stock to its members, 32,361 of which were distributed to the reporting person and are included in the amount of securities owned directly by the reporting person at the end of the Issuer's fiscal year.
- (4) 100% of the option was exercisable on the date of grant. Shares purchased upon exercise of the option were subject to repurchase by the Issuer until vested. 33% of the shares subject to the option vested on each of February 1, 2008 and February 1, 2009 and 34% of the shares subject to the option vested on February 1, 2010.
- (5) 100% of the option was exercisable on the date of grant. Shares purchased upon exercise of the option are subject to repurchase by the Issuer until vested. 33% of the shares subject to the option vested on each of February 1, 2011 and February 1, 2012 and 34% of the shares subject to the option vested on February 1, 2013.
- (6) 100% of the option was exercisable on the date of grant. Shares purchased upon exercise of the option are subject to repurchase by the Issuer until vested. 33% of the shares subject to the option vested on each of September 1, 2011 and September 1, 2012. 34% of the shares subject to the option will vest on September 1, 2013, subject to the reporting person's continuous service through such date.
- (7) 100% of the option is exercisable on the date of grant. Shares purchased upon exercise of the option are subject to repurchase by the Issuer until vested. 25% of the shares subject to the option vest on the first anniversary of the date of grant and an additional 1/48th of the shares subject to the option will vest each month thereafter, subject to the reporting person's continuous service through such dates.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levy Jordan ONE HSBC CENTER, SUITE 3850 BUFFALO, NY 14203	X			

Signatures

/s/ William J. Stuart, attorney-in-fact

2/14/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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