

FORM 3

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

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a)
of the Public Utility Holding Company Act of 1935 or Section 30(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Crystal Venture II, Ltd.			2/9/2012		Synacor, Inc. [SYNC]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
1120 CHESTER AVENUE, SUITE 418			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
CLEVELAND, OH 44114					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21948 (1)	D	
Common Stock	1632 (2)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock (3)	(4)	(4)	Common Stock	2685240 (5)	(4)	D	
Series A Convertible Preferred Stock (3)	(4)	(4)	Common Stock	199374 (6)	(4)	D	
Series B Convertible Preferred Stock (3)	(4)	(4)	Common Stock	785433 (5)	(4)	D	
Series B Convertible Preferred Stock (3)	(4)	(4)	Common Stock	58317 (6)	(4)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Convertible Preferred Stock ⁽³⁾	(4)	(4)	Common Stock	220240 ⁽⁵⁾	(4)	D	
Series C Convertible Preferred Stock ⁽³⁾	(4)	(4)	Common Stock	16353 ⁽⁶⁾	(4)	D	
Non-employee Director Stock Option (right to purchase)	(7)	8/15/2021	Common Stock	50000 ⁽⁸⁾	\$3.32	D	

Explanation of Responses:

- (1) These securities are held directly by Crystal Internet Venture Fund II (BVI), L.P. and indirectly by Crystal Venture II, Ltd., the general partner of Crystal Internet Venture Fund II (BVI), L.P., and Joseph Tzeng and Daniel Kellogg, the Class A members of Crystal Venture II, Ltd., who have all the voting rights of Crystal Venture II, Ltd. The number of reported securities gives effect to a one-for-two reverse stock split of the issuer's common stock that became effective immediately prior to the effectiveness of the registration statement on Form S-1 in connection with the issuer's initial public offering of its common stock (the "Initial Public Offering"). Each of Crystal Venture II, Ltd., Mr. Tzeng and Mr. Kellogg may be deemed to beneficially own such securities, and disclaims such beneficial ownership except to the extent of its or his pecuniary interest therein.
- (2) These securities are held directly by Crystal Internet Venture Fund II (BVI), Crystal Vision, L.P. and indirectly by Crystal Venture II, Ltd., the general partner of Crystal Internet Venture Fund II (BVI), Crystal Vision, L.P., and Joseph Tzeng and Daniel Kellogg, the Class A members of Crystal Venture II, Ltd., who have all the voting rights of Crystal Venture II, Ltd. The number of reported securities gives effect to a one-for-two reverse stock split of the issuer's common stock that became effective immediately prior to the effectiveness of the registration statement on Form S-1 in connection with the issuer's Initial Public Offering. Each of Crystal Venture II, Ltd., Mr. Tzeng and Mr. Kellogg may be deemed to beneficially own such securities, and disclaims such beneficial ownership except to the extent of its or his pecuniary interest therein.
- (3) The preferred stock will convert to shares of common stock on a 1.5:1 ratio upon the closing of the Initial Public Offering.
- (4) The number of underlying shares of common stock reported in Column 3 reflects the shares underlying the conversion of the preferred stock into common stock after giving effect to a one-for-two reverse stock split of the issuer's common stock that became effective immediately prior to the effectiveness of the registration statement on Form S-1 in connection with the issuer's Initial Public Offering. Each of Crystal Venture II, Ltd., Mr. Tzeng and Mr. Kellogg may be deemed to beneficially own the preferred stock, and disclaims such beneficial ownership except to the extent of its or his pecuniary interest therein.
- (5) These securities are held directly by Crystal Internet Venture Fund II (BVI), L.P. and indirectly by Crystal Venture II, Ltd., the general partner of Crystal Internet Venture Fund II (BVI), L.P., and Joseph Tzeng and Daniel Kellogg, the Class A members of Crystal Venture II, Ltd., who have all the voting rights of Crystal Venture II, Ltd. Each of Crystal Venture II, Ltd., Mr. Tzeng and Mr. Kellogg may be deemed to beneficially own such securities, and disclaims such beneficial ownership except to the extent of its or his pecuniary interest therein.
- (6) These securities are held directly by Crystal Internet Venture Fund II (BVI), Crystal Vision, L.P. and indirectly by Crystal Venture II, Ltd., the general partner of Crystal Internet Venture Fund II (BVI), Crystal Vision, L.P., and Joseph Tzeng and Daniel Kellogg, the Class A members of Crystal Venture II, Ltd., who have all the voting rights of Crystal Venture II, Ltd. Each of Crystal Venture II, Ltd., Mr. Tzeng and Mr. Kellogg may be deemed to beneficially own such securities, and disclaims such beneficial ownership except to the extent of its or his pecuniary interest therein.
- (7) The option became exercisable in full beginning on September 1, 2011, subject to a right of repurchase by the issuer.
- (8) The reported securities are owned directly by Mr. Tzeng. None of Crystal Internet Venture Fund II (BVI), Crystal Vision, L.P., Crystal Internet Venture Fund II (BVI), L.P., Crystal Venture II, Ltd. or Mr. Kellogg has beneficial ownership of the reported securities.

Remarks:

Exhibit 24.1 - Power of Attorney of Joseph Tzeng; Exhibit 24.2 - Power of Attorney of Daniel Kellogg

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Crystal Venture II, Ltd. 1120 CHESTER AVENUE SUITE 418 CLEVELAND, OH 44114	X	X		
Crystal Internet Venture Fund II (BVI), Crystal Vision, L.P. 1120 CHESTER AVENUE SUITE 418 CLEVELAND, OH 44114	X	X		
Crystal Internet Venture Fund II (BVI), L.P. 1120 CHESTER AVENUE SUITE 418 CLEVELAND, OH 44114	X	X		
Tzeng Joseph 1120 CHESTER AVENUE SUITE 418 CLEVELAND, OH 44114	X	X		
Kellogg Daniel 1120 CHESTER AVENUE SUITE 418 CLEVELAND, OH 44114		X		

Signatures

<u>/s/ Joseph Tzeng, Managing Member of Crystal Venture II, Ltd., by Shelley Rubino, as attorney-in-fact</u>	<u>2/9/2012</u>
** Signature of Reporting Person	Date
<u>/s/ Joseph Tzeng, Managing Member of Crystal Venture II, Ltd., General Partner of Crystal Internet Venture Fund II (BVI), Crystal Vision, L.P., by Shelley Rubino, as attorney-in-fact</u>	<u>2/9/2012</u>
** Signature of Reporting Person	Date
<u>/s/ Joseph Tzeng, Managing Member of Crystal Venture II, Ltd., General Partner of Crystal Internet Venture Fund II (BVI), L.P., by Shelley Rubino, as attorney-in-fact</u>	<u>2/9/2012</u>
** Signature of Reporting Person	Date
<u>/s/ Joseph Tzeng, by Shelley Rubino, as attorney-in-fact</u>	<u>2/9/2012</u>
** Signature of Reporting Person	Date
<u>/s/ Daniel Kellogg, by Shelley Rubino, as attorney-in-fact</u>	<u>2/9/2012</u>
** 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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Shelley Rubino and Cameron Rubino, and each of them, as the true and lawful attorney or attorneys-in-fact, with full power of substitution and revocation, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to execute, on behalf of the undersigned, (1) any and all notices pursuant to Rule 144 under the Securities Act of 1933, including, without limitation, all notices of proposed sale on Form 144, and (2) any and all statements or reports under Section 16 of the Securities Exchange Act of 1934, including, without limitation, all initial statements of beneficial ownership on Form 3, all statements of changes in beneficial ownership on Form 4, all annual statements of beneficial ownership on Form 5 and all successor or similar forms, to be filed with the Securities and Exchange Commission, to execute any and all amendments or supplements to any such notices, statements or reports, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorney or attorneys-in-fact, and each of them, full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises (including, without limitation, completing, executing, delivering and filing a Form ID to apply for electronic filing codes), as fully and to all intents and purposes as the undersigned might or could do in person, and hereby ratifying and confirming all that said attorney or attorneys-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, and each of them, in serving in such capacity at the request of the undersigned, are not assuming any of the responsibilities of the undersigned to comply with Section 16 of the Securities Exchange Act of 1934 or any other legal requirement. This Power of Attorney shall remain in effect for a period of 12 months after the date signed or until revoked in writing by the undersigned.

/s/ Joseph Tzeng

Name: Joseph Tzeng

Date: February 6, 2012

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Shelley Rubino and Cameron Rubino, and each of them, as the true and lawful attorney or attorneys-in-fact, with full power of substitution and revocation, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to execute, on behalf of the undersigned, (1) any and all notices pursuant to Rule 144 under the Securities Act of 1933, including, without limitation, all notices of proposed sale on Form 144, and (2) any and all statements or reports under Section 16 of the Securities Exchange Act of 1934, including, without limitation, all initial statements of beneficial ownership on Form 3, all statements of changes in beneficial ownership on Form 4, all annual statements of beneficial ownership on Form 5 and all successor or similar forms, to be filed with the Securities and Exchange Commission, to execute any and all amendments or supplements to any such notices, statements or reports, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorney or attorneys-in-fact, and each of them, full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises (including, without limitation, completing, executing, delivering and filing a Form ID to apply for electronic filing codes), as fully and to all intents and purposes as the undersigned might or could do in person, and hereby ratifying and confirming all that said attorney or attorneys-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, and each of them, in serving in such capacity at the request of the undersigned, are not assuming any of the responsibilities of the undersigned to comply with Section 16 of the Securities Exchange Act of 1934 or any other legal requirement. This Power of Attorney shall remain in effect for a period of 12 months after the date signed or until revoked in writing by the undersigned.

/s/ Daniel Kellogg _____

Name: Daniel Kellogg

Date: February 6, 2012