

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

**AMENDMENT NO. 9
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

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

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. 9 to the Registration Statement on Form S-1 (File No. 333-178049) is solely made to amend an exhibit previously filed. 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
10.3.2 †	Amendment No. 1 to 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.
10.7.2 †	Severance Agreement with George G. Chamoun
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
10.9.4 ††	Amendment #3 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated as of December 9, 2011
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
10.11.7 ††	Fifth Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of March 12, 2009
10.11.8 ††	Sixth Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of March 12, 2009
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10.11.11 †	Amendment #9 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of January 28, 2010
10.11.12 †	Amendment #10 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of February 12, 2010
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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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:

† Previously filed.

‡ Confidential treatment requested for portions of this document. The omitted portions have been filed with the Securities and Exchange Commission.

February 7, 2012

Synacor, Inc.
40 La Riviere Drive, Suite 300
Buffalo, NY 14202

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 (File No. 333-178049) originally filed by Synacor, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on November 18, 2011, as thereafter amended or supplemented (the “Registration Statement”), in connection with the registration under the Securities Act of 1933, as amended, of up to 7,840,895 shares of the Company’s Common Stock (the “Shares”). The Shares, which include an over-allotment option granted by the Company and the selling stockholders to the underwriters to purchase up to 1,022,725 additional shares of the Company’s Common Stock, are to be sold to the underwriters by the Company and the selling stockholders as described in the Registration Statement. As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Shares.

It is our opinion that, upon completion of the proceedings being taken or contemplated to be taken prior to the sale of the Shares, the Shares being sold by the Company, when issued and sold in the manner described in the Registration Statement and in accordance with the resolutions adopted by the Board of Directors of the Company, will be legally and validly issued, fully paid and non-assessable. Furthermore, it is our opinion that the Shares being sold by the selling stockholders have been legally and validly issued and are fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to said Registration Statement, and further consent to the use of our name wherever appearing in said Registration Statement, including the prospectus constituting a part thereof, and in any amendment or supplement thereto.

This opinion may be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Gunderson Dettmer Stough
Villeneuve Franklin & Hachigian, LLP

Gunderson Dettmer Stough
Villeneuve Franklin & Hachigian, LLP