

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**STATEMENT OF CHANGES IN 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(f) 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)		
<b>Morrisette Mark</b>			<b>Synacor, Inc. [ SYNC ]</b>			<input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			<b>2/15/2012</b>					
C/O SYNACOR, INC., 40 LARIVIERE DRIVE SUITE 300			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person		
BUFFALO, NY 14202								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/15/2012		C		1419559	A	(1)	1419559	I	See footnote (2)
Common Stock	2/15/2012		S		120662	D	\$5	1298897	I	See footnote (4)

**Table II - Derivative Securities 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		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 Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (right to purchase)	\$3.32	8/16/2011		A		50000	(5)	8/15/2021	Common Stock	50000	\$ 0	50000	D	
Series C Preferred Stock	(1)	2/15/2012		C		1419559	(1)	10/19/2006	Common Stock	1419559	(1)	0	I	See footnote (2)

**Explanation of Responses:**

(1) The Series C Preferred Stock converted into common stock of the Issuer on a 1.5 for one basis and had no expiration date.

(2) 591,483 of the shares are held directly by North Atlantic Venture Fund III, A Limited Partnership ("NAVF") and 828,076 of the shares are owned by North Atlantic SBIC IV, L.P. ("NASBIC"). The general partner of NAVF is North Atlantic Investors III, LLC. The general partner of NASBIC is North Atlantic Investors SBIC IV, LLC. The Reporting Person is one of two managers of North Atlantic Investors III, LLC and North Atlantic Investors SBIC IV, LLC, sharing voting and investment power over the shares held of record by NAVF and

NASBIC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- (3) All of the shares reported as sold were sold by NAVF. The general partner of NAVF is North Atlantic Investors III, LLC. The Reporting Person is one of two managers of North Atlantic Investors III, LLC, sharing voting and investment power over the shares held of record by NAVF. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4) 470,821 of the shares are held directly by NAVF and 828,076 of the shares are owned directly by NASBIC. The general partner of NAVF is North Atlantic Investors III, LLC. The general partner of NASBIC is North Atlantic Investors SBIC IV, LLC. The Reporting Person is one of two managers of North Atlantic Investors III, LLC and North Atlantic Investors SBIC IV, LLC, sharing voting and investment power over the shares held of record by NAVF and NASBIC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) The option was immediately exercisable on the date of grant. Shares purchased upon exercise of the option are subject to repurchase by the Issuer until vested. The shares subject to the option vested on February 15, 2012, upon the lapse of NAVF's and NASBIC's right to nominate a director of the Issuer.

**Remarks:**

Date of Earliest Transaction: The transaction giving rise to this Form 4 filing occurred on February 15, 2012. In accordance with Rule 16a-2, transactions which took place within 6 months prior to that date are also reported on this form.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morrisette Mark C/O SYNACOR, INC. 40 LARIVIERE DRIVE SUITE 300 BUFFALO, NY 14202	X			

**Signatures**

/s/ William J. Stuart, POA

2/16/2012

\*\* 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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