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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 4, 2016 (May 2, 2016)

Synacor, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33843
(Commission File Number)

16-1542712
(IRS Employer
Identification No.)

40 La Riviere Drive, Suite 300
Buffalo, New York
(Address of principal executive offices)

14202
(Zip Code)

Registrant's telephone number, including area code: (716) 853-1362

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

Synacor, Inc. (“Synacor”) and AT&T Services, Inc. (“AT&T”) have entered into a Portal and Advertising Services Agreement (as amended, the “Agreement”) with an effective date of May 1, 2016, pursuant to which Synacor will provide certain portal, search, advertising, content management and other services to AT&T.

The Agreement has an initial term that ends on April 30, 2019 or 18 months after the date on which AT&T has directed all of its current users to a Synacor-operated portal, whichever is earlier. The term automatically renews for additional twelve-month periods unless either party gives the other at least 180 days’ prior notice of non-renewal. AT&T may terminate the agreement without cause upon 180 days’ prior notice and payment of a termination fee. Additionally, AT&T can terminate the agreement, upon shorter notice and without payment of a termination fee, if Synacor fails to perform its obligations under the Agreement, is the subject of a bankruptcy or similar proceeding or is acquired by or acquires certain specified competitors of AT&T.

Under the Agreement, following the launch of the Synacor-operated portal, AT&T will receive a share of advertising and search revenue generated from the portal. After complete migration of AT&T users to the Synacor-operated portal, Synacor has guaranteed that AT&T will receive certain minimum amounts, provided that AT&T achieves certain minimum numbers of monthly users and monthly search queries and is otherwise in compliance with certain specified obligations. Synacor has also agreed to dedicate certain personnel to working with AT&T. Additionally, Synacor must provide certain service levels related to up-times of specific systems. If Synacor fails to meet these service levels, AT&T will receive a credit against future payments to Synacor and, under certain circumstances, may be able to terminate the Agreement.

The rights and obligations under the Agreement are assignable by either party only to an affiliate and in connection with a merger or sale of all or substantially all of the party’s assets.

The description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the Agreement that will be filed as an exhibit to Synacor’s Quarterly Report on Form 10-Q for the quarterly period ending June 30, 2016.

Item 7.01. Regulation FD Disclosure.

On May 4, 2016, Synacor, Inc. issued a press release announcing the Agreement. The full text of the press release is attached as Exhibit 99.1 and is incorporated by reference.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Synacor, Inc. dated May 4, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

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Date: May 4, 2016

By: /s/ WILLIAM J. S TUART

William J. Stuart
Chief Financial Officer and Secretary

AT&T Awards Synacor Important Portal Services Contract

- Synacor selected to provide portal services for AT&T customers that drive user engagement
- Expected revenues from the contract are ~\$100M per year, after full product deployment in 2017
- Early products to deploy in Q2 2016, with broader services slated to commence deployment in Q4 2016

BUFFALO – May 4, 2016 – Synacor, Inc. (Nasdaq:SYNC), the trusted multiscreen technology and monetization partner for video, internet and communications providers, device manufacturers and enterprises, today announced that AT&T Inc. (NYSE:T), the largest pay TV provider in the United States, has awarded a portal services contract to Synacor.

In partnership with AT&T, Synacor will

- Develop and manage innovative desktop and mobile portal services designed to drive user engagement
- Populate these experiences with rich content sourced from popular brands
- Monetize these experiences through search and advertising

“We are honored to have been selected from among the contenders AT&T considered in their evaluation process,” said Synacor CEO Himesh Bhise. “We are thrilled that AT&T will be using our managed portal services, mobile apps, and advertising solutions in this important initiative to deepen engagement with their customers. We already are developing initial products for deployment in 2016, and have started working on a next-gen product for 2017.”

Conference Call Details

Synacor will host a conference call tomorrow morning, May 5, 2016 at 8:30 a.m. ET to discuss the AT&T portal services agreement with the investment community. The live webcast (in addition to the related investor presentation document, which is available now) can be accessed at <http://investor.synacor.com/events.cfm>. To participate, please login approximately ten minutes prior to the webcast. For those without access to the Internet, the call may be accessed toll-free via phone at (877) 837-3911, with conference ID 7293554, or callers outside the U.S. may dial (253) 237-1167. Following completion of the call, a recorded webcast replay will be available on Synacor’s website through May 12, 2016. To listen to the telephone replay, call toll-free (855) 859-2056, or callers outside the U.S. may dial (404) 537-3406. The conference ID is 7293554.

About Synacor:

Synacor (Nasdaq:SYNC) www.synacor.com is the trusted technology development, multiplatform services and revenue partner for video, internet and communications providers, device manufacturers, and enterprises. We deliver modern, multiscreen experiences and advertising to their consumers that require scale, actionable data and sophisticated implementation. Synacor enables our customers to better engage with their consumers.

Forward-Looking Statements:

This release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations or beliefs of management of Synacor, and are subject to uncertainty and changes in circumstances. Actual results may vary materially from those expressed or implied by the statements herein due to changes in economic, business, competitive, technological and/or regulatory factors, and other factors affecting Synacor. More detailed information about these factors may be found under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in Synacor’s annual report on Form 10-K for the year ended December 31, 2015, which is available on the company’s website at investor.synacor.com and on the SEC’s website at www.sec.gov. Synacor is under no obligation to, and expressly disclaims any such obligation to, update or alter their respective forward-looking statements, whether as a result of new information, future events, or otherwise.

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