
**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): April 11, 2017

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 8.01. OTHER EVENTS

On April 11, 2017, Synacor, Inc. (“Synacor”) announced that it has completed the previously announced underwritten public offering of its common stock. Synacor sold 5,715,000 shares of its common stock. The net proceeds of the offering were approximately \$18.5 million, after deducting underwriting discounts and commissions and the other estimated offering expenses payable by Synacor.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Synacor, Inc., dated April 11, 2017

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: April 11, 2017

By: /s/ William J. Stuart

William J. Stuart

Chief Financial Officer and Secretary

Synacor, Inc. Announces Closing of Public Offering of Common Stock

BUFFALO, New York, April 11, 2017 – Synacor, Inc. (Nasdaq: SYNC) (Synacor), the trusted technology development, multiplatform services and revenue partner for video, internet and communications providers, device manufacturers, and enterprises, today announced the closing of its previously announced underwritten public offering. Synacor sold 5,715,000 shares of its common stock. The net proceeds of the offering were approximately \$18.5 million, after deducting the underwriting discounts and commissions and the other estimated offering expenses payable by Synacor, and will be used for general corporate purposes and working capital. In addition, Synacor believes the net proceeds will strengthen its balance sheet and allow it to acquire, or finance on more attractive terms, equipment and make other capital investments necessary to support additional customers and the delivery of additional services to existing customers. Synacor may also use a portion of the net proceeds to acquire or invest in businesses, products or technologies that it believes are complementary to its own, although it is not currently planning or negotiating any such transactions.

Canaccord Genuity and Needham & Company acted as joint book-running managers.

A shelf registration statement on Form S-3 relating to the public offering of the shares of common stock described above was filed with the Securities and Exchange Commission (SEC) and declared effective by the SEC on December 1, 2016. A final prospectus supplement and accompanying prospectus relating to and describing the terms of the offering was filed with the SEC on April 7, 2017 and is available on the SEC's web site at www.sec.gov. Copies of the final prospectus supplement and accompanying prospectus relating to these securities may also be obtained by contacting Canaccord Genuity Inc., Attention: Syndicate Department, 99 High Street, 12th Floor, Boston, Massachusetts 02110, by telephone at (617) 371-3900, or by email at prospectus@canaccordgenuity.com, or by contacting Needham & Company, LLC, Attention: Syndicate Prospectus Department, 445 Park Avenue, 4th Floor, New York, New York 10022, or by telephone at 1-800-903-4696, or by email at prospectus@needhamco.com.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of these securities, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale is not permitted.

About Synacor

Synacor is the trusted technology development, multiplatform services and revenue partner for video, internet and communications providers, device manufacturers, and enterprises. Synacor's mission is to enable its customers to better engage with their consumers. Its customers use Synacor's technology platforms and services to scale their businesses and extend their subscriber relationships. Synacor delivers managed portals, advertising solutions, email and collaboration platforms, end-to-end video solutions and cloud-based identity management.

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