
**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): March 1, 2014

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.

On March 1, 2014 Synacor, Inc. (“Synacor”) entered into Amendment Number Four to Google Services Agreement (the “Amendment”) with Google Inc. (“Google”). The Amendment amends that certain Google Services Agreement dated as of March 1, 2011 by and between Synacor and Google (the “Agreement”).

Among other things, the Amendment extends the term of the Agreement until February 28, 2017 and permits Synacor to use alternative search providers in certain instances. Additionally, Google will continue to have the right, as it did under the Agreement before the Amendment, to terminate the Agreement if Synacor experiences a change in control or enters into an agreement providing for a change in control, if Synacor does not maintain certain search and display advertising revenue levels, or upon the two-year anniversary of the Agreement (as amended by the Amendment), in March 2016.

The foregoing description of the Amendment is only a summary, does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending March 31, 2014.

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.

Synacor, Inc.

Date: March 6, 2014

By: /s/ WILLIAM J. STUART

William J. Stuart

Chief Financial Officer and Secretary