

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**

OMB APPROVAL
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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)		
Kau Andrew			Synacor, Inc. [SYNC]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
C/O WALDEN INTERNATIONAL, 361 LYTTON AVENUE, 2ND FLOOR			2/15/2012					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
PALO ALTO, CA 94301						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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		480768	A	(1)	485142	I	See footnote. (2) (5)
Common Stock	2/15/2012		S		23860	D	\$5	461282	I	See footnote. (5) (6)

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		(A)	(D)	Date Exercisable	Expiration Date				
Director Stock Option (right to purchase)	\$3.32	8/16/2011		A		50000	(3)	8/15/2021	Common Stock	50000	\$ 0	50000	D	
Series A Preferred Stock	(1)	2/15/2012		C		480768	(1)	11/1/2004	Common Stock	480768	\$ 0	0	I	See footnote. (7)

Explanation of Responses:

- (1) The Series A Preferred Stock converted into shares of common stock of the Issuer on a 1.5 for 1 basis and had no expiration date.
- (2) 242,571 of the shares are owned directly by WIIG-TDF Partners LLC and 242,571 of the shares are owned directly by Walden EDB Partners II, L.P.
- (3) 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. 33% of the shares subject to the option vest on each of September 1, 2011 and 2012 and 34% of the shares subject to the option vest on September 1, 2013, subject to the Reporting Person's continuous service through such dates.

- (4) 11,930 shares were sold by each of WIIG-TDF Partners LLC and Walden EDB Partners II, L.P.
- (5) The manager of WIIG-TDF Partners LLC is WIIG Management Co., Ltd., the sole director of which is Lip-Bu Tan. The manager of Walden EDB Partners II, L.P. is Walden Management, LLC, the manager of which is Pacven Walden Management Co., Ltd. Lip-Bu Tan is the sole director of Pacven Walden Management. The Reporting Person shares investment and voting power with respect to the shares owned directly by WIIG-TDF Partners LLC and Walden EDB Partners II, L.P. with Lip-Bu Tan. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (6) 230,641 of the shares are owned directly by WIIG-TDF Partners LLC and 230,641 of the shares are owned directly by Walden EDB Partners II, L.P.
- (7) 240,384 of the shares are owned directly by WIIG-TDF Partners LLC and 240,384 of the shares are owned directly by Walden EDB Partners II, L.P.

Remarks:

Date of Earliest Transaction: The transactions 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
Kau Andrew C/O WALDEN INTERNATIONAL 361 LYTTON AVENUE, 2ND FLOOR PALO ALTO, CA 94301	X			

Signatures

/s/ Andrew Kau

2/17/2012

Date

** Signature of Reporting Person

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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