

# 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 or  
Section 30(h) 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>Heasley Timothy J</b>		<b>Synacor, Inc. [ SYNC ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O SYNACOR, INC., 40 LA RIVIERE DRIVE, SUITE 300</b>		<b>3/31/2021</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>BUFFALO, NY 14202</b>				<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	3/31/2021		<u>1</u> (1)		44833	D	\$2.20	97056	D	
Common Stock	4/1/2021		<u>D</u> (2)		97056	D	\$2.20	0	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative 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	Title	Amount or Number of Shares				
Employee Stock Option (right to purchase)	\$2.25	4/1/2021		D		175000		(3)	(3)	Common Stock	175000.0	\$0 (4)	0	D	
Employee Stock Option (right to purchase)	\$1.76	4/1/2021		D		25000		(5)	(5)	Common Stock	25000.0	\$0 (4)	0	D	

#### Explanation of Responses:

- Represents shares of common stock of Synacor, Inc. (the "Company") that were tendered in the tender offer to SY Merger Sub Corporation for \$2.20 per share in cash, less applicable tax withholding, pursuant to the previously announced Agreement and Plan of Merger, dated February 10, 2021, by and among the Company, CLP SY Holding, LLC, and SY Merger Sub Corporation (the "Merger Agreement").
- Represents 97,056 restricted stock units that were previously reported on Table 1 and were disposed of pursuant to terms of the Merger Agreement for consideration of \$2.20 per restricted stock unit.
- Pursuant to terms of the Merger Agreement, each of these out-of-the-money stock options, whether vested or unvested, were forfeited and cancelled without any consideration.
- The stock options were originally granted in consideration of the reporting person's services to the Company and without payment consideration.
- Pursuant to the terms of the Merger Agreement, immediately prior to the effective time of the merger, each outstanding in-the-money stock option, whether vested or unvested, was cancelled and converted into the right to receive \$2.20 per stock option in cash less the exercise price of such stock option and applicable tax withholding.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Heasley Timothy J C/O SYNACOR, INC. 40 LA RIVIERE DRIVE, SUITE 300 BUFFALO, NY 14202</b>			<b>Chief Financial Officer</b>	

**Signatures**

/s/ Timothy J. Heasley

4/1/2021

—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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