

Synacor, Inc.  
Form S-1/A  
December 29, 2011

As filed with the Securities and Exchange Commission on December 29, 2011.

Registration No. 333-178049

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

**AMENDMENT NO. 2**  
**TO**  
**Form S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**SYNACOR, INC.**

*(Exact Name of Registrant as Specified in its Charter)*

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*(State or Other Jurisdiction of  
Incorporation or Organization)*

*(Primary Standard Industrial  
Classification Code Number)*  
**40 La Riviere Drive, Suite 300**

*(I.R.S. Employer  
Identification Number)*

**Buffalo, NY 14202**

**(716) 853-1362**

*(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)*

**Ronald N. Frankel**

**President and Chief Executive Officer**

**Synacor, Inc.**

**40 La Riviere Drive, Suite 300**

**Buffalo, NY 14202**

**(716) 853-1362**

*(Name, address, including zip code and telephone number, including area code, of agent for service)*

*Copies to:*

**Scott Dettmer, Esq.  
Brian Hutchings, Esq.  
Gunderson Dettmer Stough  
Villeneuve Franklin & Hachigian, LLP  
220 West 42nd Street, 21st Floor  
New York, New York 10036  
(212) 730-8133**

**Steven L. Grossman, Esq.  
O Melveny & Myers, LLP  
1999 Avenue of the Stars, 7th Floor  
Los Angeles, California 90067  
(310) 553-6700**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer " Accelerated filer "  
Non-accelerated filer x (Do not check if a smaller reporting company) Smaller reporting company "

### CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price (1)(2)</b>	<b>Amount of Registration Fee (1)(3)</b>
Common stock, par value \$0.01 per share	\$75,000,000	\$8,595

- (1) Includes offering price of shares of common stock that may be purchased by the underwriters to cover over-allotments, if any.
- (2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act.
- (3) Of the total fee, \$5,947 was paid concurrently with the initial filing of this registration statement. Pursuant to Rule 457(p) under the Securities Act, the registration fee was offset by the \$2,648 registration fee previously paid by the registrant, Synacor, Inc., in connection with the registration statement on Form S-1 (File No. 333-145077) initially filed by the registrant on August 2, 2007 and subsequently withdrawn.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

**EXPLANATORY NOTE**

This Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-178049) is solely made to file exhibits previously omitted. No changes have been made to Part I of the Registration Statement or Items 13, 14, 15, 16(b) or 17 of Part II of the Registration Statement. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 16(a) of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits.

**Item 16. Exhibits and Financial Statement Schedules**

*(a) Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
1.1*	Form of Underwriting Agreement
3.1	Fourth Amended and Restated Certificate of Incorporation
3.2*	Form of Fifth Amended and Restated Certificate of Incorporation to be effective upon closing
3.3	Amended and Restated Bylaws
3.4*	Form of Amended and Restated Bylaws to be effective upon closing
4.1	Reference is made to Exhibits 3.1, 3.2, 3.3 and 3.4
4.2*	Form of certificate for common stock
4.3	Third Amended and Restated Investors Rights Agreement by and among Synacor, Inc., certain stockholders and the investors listed on the signature pages thereto
4.4	Third Amended and Restated Stock Restriction, First Refusal and Co-Sale Agreement by and among Synacor, Inc., certain stockholders and the investors listed on the signature pages thereto
4.5	Third Amended and Restated Voting Agreement by and among Synacor, Inc., certain stockholders and the investors listed on the signature pages thereto
5.1*	Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP
10.1	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers and certain key employees
10.2.1	2000 Stock Plan
10.2.2	Amendment to 2000 Stock Plan, adopted September 30, 2004
10.2.3	Amendment to 2000 Stock Plan, adopted June 9, 2006
10.2.4	Amendment to 2000 Stock Plan, adopted October 19, 2006
10.2.5	Amendment to 2000 Stock Plan, adopted July 31, 2008
10.3.1	2006 Stock Plan
10.3.2	Amendment No. 1 to 2006 Stock Plan
10.3.3	Amendment No. 2 to 2006 Stock Plan
10.3.4	Amendment No. 3 to 2006 Stock Plan
10.3.5	Amendment No. 4 to 2006 Stock Plan
10.3.6	Amendment No. 5 to 2006 Stock Plan
10.3.7	Amendment No. 6 to 2006 Stock Plan
10.4*	2012 Equity Incentive Plan
10.5.1	Letter Agreement dated July 31, 2007 with Ronald N. Frankel

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Exhibit No.	Description
10.5.2	Severance Agreement with Ronald N. Frankel
10.6	Letter Agreement dated October 15, 2010 with Scott A. Bailey
10.7.1	Employment and Noncompetition Agreement dated December 22, 2000 between George G. Chamoun and CKMP, Inc.
10.7.2	Severance Agreement with George G. Chamoun
10.8	Letter Agreement dated August 3, 2011 with William J. Stuart
10.9.1*	Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated as of April 1, 2010
10.9.2*	Amendment #1 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated as of October 1, 2010
10.9.3*	Amendment #2 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated as of May 25, 2011
10.9.4*	Amendment #3 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated as of December 9, 2011
10.10*	Master Services Agreement between Qwest Corporation and Synacor, Inc. dated as of July 1, 2010
10.11.1*	Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of December 4, 2006
10.11.2*	Contract Order between Embarq Management Company and Synacor, Inc. dated as of December 4, 2006.
10.11.3*	Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of December 19, 2007
10.11.4*	Second Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of February 6, 2008
10.11.5*	Third Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of December 17, 2007
10.11.6*	Fourth Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of April 15, 2008
10.11.7*	Fifth Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of March 12, 2009
10.11.8*	Sixth Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of March 12, 2009
10.11.9*	Seventh Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of May 12, 2009
10.11.10*	Eighth Amendment to Contract Order between Embarq Management Company and Synacor, Inc. dated as of August 11, 2009
10.11.11*	Amendment #9 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of January 28, 2010
10.11.12*	Amendment #10 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of February 12, 2010
10.11.13*	Amendment #11 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of February 24, 2010
10.11.14*	Amendment #12 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of March 5, 2010
10.11.15*	Amendment #13 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of September 22, 2010

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<b>Exhibit No.</b>	<b>Description</b>
10.11.16*	Amendment #14 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of July 25, 2011
10.11.17*	Amendment #15 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of August 31, 2011
10.11.18*	Amendment #16 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of October 1, 2011
10.11.19*	Amendment #17 to Master Services Agreement between Embarq Management Company and Synacor, Inc. dated as of October 1, 2011
10.12*	Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated as of July 1, 2010
10.13.1	Google Services Agreement between Google Inc. and Synacor, Inc. dated as of March 1, 2011
10.13.2	Amendment Number One to Google Services Agreement between Google Inc. and Synacor, Inc. dated as of July 1, 2011
10.14.1	Sublease dated March 3, 2006 between Ludlow Technical Products Corporation and Synacor, Inc.
10.14.2	First Amendment to Sublease dated as of September 25, 2006
10.14.3	Second Amendment to Sublease dated as of February 27, 2007
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Anvil Advisors, LLC
23.3*	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).
24.1	Power of Attorney (contained in the signature page of the original filing)
24.2	Power of Attorney from Marwan Fawaz and Gary L. Ginsberg (contained in the signature page of amendment no.1 to this registration statement)

Notes:

- \* To be filed by amendment.  
Previously filed.  
Confidential treatment requested for portions of this document. The omitted portions have been filed with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this amendment no. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buffalo, State of New York, on this 29<sup>th</sup> day of December, 2011.

**SYNACOR, INC.**

By: /s/ RONALD N. FRANKEL  
**Ronald N. Frankel**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act, this amendment no. 2 to the registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ RONALD N. FRANKEL  <b>Ronald N. Frankel</b>	President, Chief Executive Officer and Director  (Principal Executive Officer)	December 29, 2011
/s/ WILLIAM J. STUART  <b>William J. Stuart</b>	Chief Financial Officer  (Principal Financial and Accounting Officer)	December 29, 2011
*  <b>Marwan Fawaz</b>	Director	December 29, 2011
*  <b>Gary L. Ginsberg</b>	Director	December 29, 2011
*  <b>Andrew Kau</b>	Director	December 29, 2011
*  <b>Thomas W. Keaveney</b>	Director	December 29, 2011
*  <b>Jordan Levy</b>	Director	December 29, 2011
*  <b>Mark Morrisette</b>	Director	December 29, 2011
*  <b>Joseph Tzeng</b>	Director	December 29, 2011



\*By: /s/ RONALD N. FRANKEL  
**Ronald N. Frankel, attorney-in-fact**

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**INDEX TO EXHIBITS**

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