

Synacor, Inc.  
Form 10-K/A  
March 13, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 10-K/A**  
**(Amendment No. 1)**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2014**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**  
**Commission File Number 001-33843**

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**Synacor, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**16-1542712**

(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

40 La Riviere Drive, Suite 300  
Buffalo, New York 14202  
(Address of principal executive offices) (Zip Code)

(716) 853-1362  
(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

| <u>(Title of each class)</u>   | <u>(Name of each exchange on which registered)</u> |
|--------------------------------|--|
| Common Stock, \$0.01 par value | The NASDAQ Global Market                           |

**Securities registered pursuant to Section 12(g) of the Act:**

None.

(Title of Class)

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the 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  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of shares of common stock held by non-affiliates as of June 30, 2014, the last business day of the registrant's most recently completed second fiscal quarter, computed by reference to the closing sale price of \$2.56 per share on The NASDAQ Global Market on June 30, 2014, was approximately \$56,216,937. For purposes of this disclosure, shares of common stock held by persons who held more than 10% of the outstanding shares of common stock at such time and shares held by executive officers and directors of the registrant have been excluded because such persons may be deemed to be affiliates. This determination of executive officer or affiliate status is not necessarily a conclusive determination for other purposes.

As of March 5, 2015, there were 27,429,665, shares of the registrant's common stock issued and outstanding. All share and per share amounts in this Annual Report on Form 10-K reflect the 1-for-2 reverse stock split of the registrant's common stock which took effect immediately prior to the effectiveness of the registration statement for the registrant's initial public offering.

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**DOCUMENTS INCORPORATED BY REFERENCE**

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Certain portions of the definitive Proxy Statement to be used in connection with the registrant's 2015 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K to the extent stated. That Proxy Statement will be filed within 120 days of registrant's fiscal year ended December 31, 2014.

## **EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A (this "Amendment") amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as filed with the Securities and Exchange Commission on March 12, 2015 (the "Original Filing"). Synacor, Inc. (the "Company") is filing this Amendment solely to (i) restate the Exhibit Index and (ii) file and/or furnish certain exhibits which were omitted from the Original Filing. We have also updated the signature page and the certifications in Exhibits 31.1, 31.2 and 32.1.

Other than as described above, this Amendment does not amend, modify or otherwise update any other information in the Original Filing. This Amendment does not reflect events occurring after the filing of the Original Filing and continues to speak as of the original filing date of the Original Filing.

Pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, as amended, currently dated certifications from our Chief Executive Officer and Chief Financial Officer as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 are filed or furnished herewith, as applicable.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

**SYNACOR, INC.**

Date: March 13, 2015 /s/ Himesh Bhise  
 Himesh Bhise  
 President and Chief Executive Officer  
 (Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| <b><u>Signature</u></b>                           | <b><u>Title</u></b>  | <b><u>Date</u></b> |
|---|--|--------------------|
| /S/ Himesh Bhise<br><b>Himesh Bhise</b>           | President, Chief Executive Officer and<br>Director (Principal Executive Officer) | March 13, 2015     |
| /S/ William J. Stuart<br><b>William J. Stuart</b> | Chief Financial Officer (Principal<br>Financial and Accounting Officer)          | March 13, 2015     |
| *<br><b>Marwan Fawaz</b>                          | Director   | March 13, 2015     |
| *<br><b>Gary L. Ginsberg</b>                      | Director   | March 13, 2015     |
| *<br><b>Andrew Kau</b>                            | Director   | March 13, 2015     |
| *<br><b>Jordan Levy</b>                           | Director   | March 13, 2015     |
| *<br><b>Michael J. Montgomery</b>                 | Director   | March 13, 2015     |
| *<br><b></b>                                      | Director   | March 13, 2015     |

**Scott Murphy**

\*By: /s/ Himesh Bhise  
Himesh Bhise, Attorney-in-Fact

**EXHIBITS**

The following exhibits are incorporated by reference herein or filed here within:

| <b>Exhibit No.</b> | <b>Description</b>   | <b>Incorporated by Reference</b> |                 |                       | <b>Exhibit Number</b> | <b>Filed Herewith</b> |
|--------------------|--|----------------------------------|-----------------|-----------------------|-----------------------|-----------------------|
|                    |  | <b>Form</b>                      | <b>File No.</b> | <b>Date of Filing</b> |                       |                       |
| 3.1                | Fifth Amended and Restated Certificate of Incorporation  | S-1/A                            | 333-178049      | 1/30/2012             | 3.2                   |                       |
| 3.2                | Amended and Restated Bylaws  | S-1/A                            | 333-178049      | 1/30/2012             | 3.4                   |                       |
| 3.3                | Certificate of Designations of Series A Junior Participating Preferred Stock   | 8-K                              | 001-33843       | 7/15/2014             | 3.1                   |                       |
| 4.1                | Rights Agreement between the Synacor, Inc. and American Stock Transfer & Trust Company, LLC dated July 14, 2014                    | 8-K                              | 001-33843       | 7/15/2014             | 4.1                   |                       |
| 10.1               | Form of Indemnification Agreement between Synacor, Inc. and each of its directors and executive officers and certain key employees | S-1                              | 333-178049      | 11/18/2011            | 10.1                  |                       |
| 10.2.1*            | 2000 Stock Plan  | S-1                              | 333-178049      | 11/18/2011            | 10.2.1                |                       |
| 10.2.2*            | Amendment to 2000 Stock Plan, adopted September 30, 2004   | S-1                              | 333-178049      | 11/18/2011            | 10.2.2                |                       |
| 10.2.3*            | Amendment to 2000 Stock Plan, adopted June 9, 2006   | S-1                              | 333-178049      | 11/18/2011            | 10.2.3                |                       |
| 10.2.4*            | Amendment to 2000 Stock Plan, adopted October 19, 2006   | S-1                              | 333-178049      | 11/18/2011            | 10.2.4                |                       |
| 10.2.5*            | Amendment to 2000 Stock Plan, adopted July 31, 2008  | S-1                              | 333-178049      | 11/18/2011            | 10.2.5                |                       |
| 10.2.6*            | Form of Stock Option Agreement under 2000 Stock Plan   | S-1/A                            | 333-178049      | 1/30/2012             | 10.2.6                |                       |
| 10.2.7*            | Stock Option Agreement under 2000 Stock Plan with Ronald N. Frankel  | S-1/A                            | 333-178049      | 1/30/2012             | 10.2.7                |                       |
| 10.3.1*            | 2006 Stock Plan  | S-1                              | 333-178049      | 11/18/2011            | 10.3.1                |                       |
| 10.3.2*            | Amendment No. 1 to 2006 Stock Plan   | S-1                              | 333-178049      | 11/18/2011            | 10.3.2                |                       |
| 10.3.3*            | Amendment No. 2 to 2006 Stock Plan   | S-1                              | 333-178049      | 11/18/2011            | 10.3.3                |                       |
| 10.3.4*            | Amendment No. 3 to 2006 Stock Plan   | S-1                              | 333-178049      | 11/18/2011            | 10.3.4                |                       |
| 10.3.5*            | Amendment No. 4 to 2006 Stock Plan   | S-1                              | 333-178049      | 11/18/2011            | 10.3.5                |                       |
| 10.3.6*            | Amendment No. 5 to 2006 Stock Plan   | S-1                              | 333-178049      | 11/18/2011            | 10.3.6                |                       |
| 10.3.7*            | Amendment No. 6 to 2006 Stock Plan   | S-1                              | 333-178049      | 11/18/2011            | 10.3.7                |                       |
| 10.3.8*            | Amendment No. 7 to 2006 Stock Plan   | S-1/A                            | 333-178049      | 1/18/2012             | 10.3.8                |                       |
| 10.3.9*            | Form of Stock Option Agreement under 2006 Stock Plan with Jordan Levy  | S-1/A                            | 333-178049      | 1/30/2012             | 10.3.9                |                       |





| Exhibit No. | Description  | Incorporated by Reference |            | Date of Filing | Exhibit Number | Filed Herewith |
|-------------|--|---------------------------|------------|----------------|----------------|----------------|
|             |  | Form                      | File No.   |                |                |                |
| 10.3.10*    | Stock Option Agreement under 2006 Stock Plan with Ronald N. Frankel                                  | S-1/A                     | 333-178049 | 1/30/2012      | 10.3.10        |                |
| 10.3.11*    | Form of Stock Option Agreement with Ronald N. Frankel under 2006 Stock Plan                          | S-1/A                     | 333-178049 | 1/30/2012      | 10.3.11        |                |
| 10.3.12*    | Form of Stock Option Agreement with George G. Chamoun under 2006 Stock Plan                          | S-1/A                     | 333-178049 | 1/30/2012      | 10.3.12        |                |
| 10.3.13*    | Form of Stock Option Agreement with Scott A. Bailey under 2006 Stock Plan                            | S-1/A                     | 333-178049 | 1/30/2012      | 10.3.13        |                |
| 10.3.14*    | Form of Director Stock Option Agreement under 2006 Stock Plan  | S-1/A                     | 333-178049 | 1/30/2012      | 10.3.14        |                |
| 10.3.15*    | Form of Director Stock Option Agreement under 2006 Stock Plan  | S-1/A                     | 333-178049 | 1/30/2012      | 10.3.15        |                |
| 10.4.1*     | 2012 Equity Incentive Plan   | S-1/A                     | 333-178049 | 1/18/2012      | 10.4           |                |
| 10.4.2*     | Form of Stock Option Agreement under 2012 Equity Incentive Plan                                      | S-1/A                     | 333-178049 | 1/30/2012      | 10.4.2         |                |
| 10.4.3*     | Form of Stock Unit Agreement under 2012 Equity Incentive Plan  | S-1/A                     | 333-178049 | 1/30/2012      | 10.4.3         |                |
| 10.4.4*     | Form of Stock Option Agreement with Ronald N. Frankel under 2012 Equity Incentive Plan               | 10-K                      | 001-33843  | 3/26/2013      | 10.4.4         |                |
| 10.4.5*     | Form of Early Exercise Stock Option Agreement under 2012 Equity Incentive Plan                       | 10-K                      | 001-33843  | 3/26/2013      | 10.4.5         |                |
| 10.4.6*     | Form of Option Agreement with Scott A. Bailey and George G. Chamoun under 2012 Equity Incentive Plan | 10-K                      | 001-33843  | 3/26/2013      | 10.4.6         |                |
| 10.4.7*     | Form of Option Agreement with William J. Stuart under 2012 Equity Incentive Plan                     | 10-K                      | 001-33843  | 3/26/2013      | 10.4.7         |                |
| 10.5.1*     | Letter Agreement dated July 31, 2007 with Ronald N. Frankel  | S-1                       | 333-178049 | 11/18/2011     | 10.5.1         |                |
| 10.5.2*     | Severance Agreement with Ronald N. Frankel   | S-1/A                     | 333-178049 | 12/23/2011     | 10.5.2         |                |
| 10.5.3*     | Letter Agreement dated September 10, 2013 with Ronald N. Frankel                                     | 10-K                      | 001-33843  | 3/26/2014      | 10.5.3         |                |
| 10.5.4*     | Amendment to Severance Agreement dated September 10, 2013 with Ronald N. Frankel                     | 10-K                      | 001-33843  | 3/26/2014      | 10.5.4         |                |
| 10.5.5*     | Employment Transition Agreement between Ronald N. Frankel and Synacor, Inc. dated March 5, 2014      | 10-Q                      | 001-33843  | 5/15/2014      | 10.3           |                |
| 10.6.1*     | Letter Agreement dated October 15, 2010 with Scott A. Bailey   | S-1                       | 333-178049 | 11/18/2011     | 10.6           |                |
| 10.6.2*     | Letter agreement between Scott A. Bailey and Synacor, Inc. dated June 25, 2013                       | 10-Q                      | 001-33843  | 8/13/2013      | 10.6           |                |



| Exhibit No.         | Description   | Incorporated by Reference |            |                | Exhibit Filed |
|---------------------|---|---------------------------|------------|----------------|---------------|
|                     |   | Form                      | File No.   | Date of Filing |               |
| 10.6.3*             | Severance Agreement with Scott A. Bailey  | 10-K                      | 001-33843  | 3/26/2014      | 10.6.3        |
| 10.6.4*             | Letter Agreement dated July 24, 2013 with Scott A. Bailey   | 10-K                      | 001-33843  | 3/26/2014      | 10.6.4        |
| 10.7.1*             | Employment and Noncompetition Agreement dated December 22, 2000 between George G. Chamoun and CKMP, Inc.  | S-1                       | 333-178049 | 11/18/2011     | 10.7.1        |
| 10.7.2*             | Severance Agreement with George G. Chamoun  | S-1/A                     | 333-178049 | 12/23/2011     | 10.7.2        |
| 10.7.3*             | Letter Agreement dated March 26, 2014 with George G. Chamoun  | 10-K                      | 001-33843  | 3/26/2014      | 10.7.3        |
| 10.7.4*             | Amendment to Severance Agreement dated March 26, 2014 with George G. Chamoun  | 10-K                      | 001-33843  | 3/26/2014      | 10.7.4        |
| 10.8.1*             | Letter Agreement dated August 3, 2011 with William J. Stuart  | S-1                       | 333-178049 | 11/18/2011     | 10.8          |
| 10.8.2*             | Severance Agreement with William J. Stuart  | 10-K                      | 001-33843  | 3/26/2014      | 10.8.2        |
| 10.8.3*             | Letter Agreement dated August 26, 2013 with William J. Stuart   | 10-K                      | 001-33843  | 3/26/2014      | 10.8.3        |
| 10.9.1 <sup>†</sup> | Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated April 1, 2010                    | S-1/A                     | 333-178049 | 2/1/2012       | 10.9.1        |
| 10.9.2 <sup>†</sup> | Amendment #1 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated October 1, 2010  | S-1/A                     | 333-178049 | 1/13/2012      | 10.9.2        |
| 10.9.3 <sup>†</sup> | Amendment #2 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated May 25, 2011     | S-1/A                     | 333-178049 | 1/13/2012      | 10.9.3        |
| 10.9.4 <sup>†</sup> | Amendment #3 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated December 9, 2011 | S-1/A                     | 333-178049 | 1/13/2012      | 10.9.4        |
| 10.9.5              | Letter agreement between Charter Communications Operating, LLC and Synacor, Inc. dated March 28, 2013   | 10-Q                      | 001-33843  | 5/14/2013      | 10.1          |
| 10.9.6 <sup>†</sup> | Amendment #4 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated April 1, 2013    | 10-Q                      | 001-33843  | 8/13/2013      | 10.2          |

| Exhibit No.          | Description  | Incorporated by Reference |            | Date of Filing | Exhibit Number | Filed Herewith |
|----------------------|--|---------------------------|------------|----------------|----------------|----------------|
|                      |  | Form                      | File No.   |                |                |                |
| 10.9.7 <sup>†</sup>  | Amendment #5 to Amended and Restated Master Services Agreement between Charter Communications Operating, LLC and Synacor, Inc. dated June 12, 2014 | 10-Q                      | 001-33843  | 8/14/2014      | 10.2           |                |
| 10.10.1 <sup>†</sup> | Amended and Restated Master Services Agreement between Qwest Corporation and Synacor, Inc. dated January 1, 2012                                   | 10-Q                      | 001-33843  | 11/14/2012     | 10.1.1         |                |
| 10.10.2 <sup>†</sup> | Amendment #1 to Amended and Restated Master Services Agreement between Qwest Corporation and Synacor, Inc. dated July 1, 2012                      | 10-Q                      | 001-33843  | 11/14/2012     | 10.1.2         |                |
| 10.10.3 <sup>†</sup> | Amendment #2 to Master Services Agreement between Qwest Corporation and Synacor, Inc. dated August 23, 2012  | 10-Q                      | 001-33843  | 11/14/2012     | 10.1.3         |                |
| 10.10.4 <sup>†</sup> | Amendment #3 to Amended and Restated Master Services Agreement between Qwest Corporation and Synacor, Inc. dated December 7, 2012                  | 10-Q                      | 001-33843  | 5/15/2014      | 10.2.1         |                |
| 10.10.5 <sup>†</sup> | Fifth Amendment to Amended and Restated Master Services Agreement between Qwest Corporation and Synacor, Inc. dated January 29, 2013               | 10-Q                      | 001-33843  | 5/15/2014      | 10.2.2         |                |
| 10.10.6 <sup>†</sup> | Sixth Amendment to Amended and Restated Master Services Agreement between Qwest Corporation and Synacor, Inc. dated November 1, 2013               | 10-Q                      | 001-33843  | 5/15/2014      | 10.2.3         |                |
| 10.10.7              | Seventh Amendment to Amended and Restated Master Services Agreement between Qwest Corporation and Synacor, Inc. dated October 12, 2014             |                           |            |                |                | X              |
| 10.11*               | 2007 Management Cash Incentive Plan  | 10-Q                      | 001-33843  | 5/15/2012      | 10.1           |                |
| 10.12.1 <sup>†</sup> | Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated July 1, 2010                       | S-1/A                     | 333-178049 | 2/1/2012       | 10.12          |                |
| 10.12.2 <sup>†</sup> | Amendment #1 to Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated December 1, 2011   | 10-Q                      | 001-33843  | 11/14/2013     | 10.2.1         |                |
| 10.12.3 <sup>†</sup> | Amendment #2 to Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated September 4, 2013  | 10-Q                      | 001-33843  | 11/14/2013     | 10.2.2         |                |
| 10.12.4 <sup>†</sup> | Amendment #3 to Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated September 4, 2013  | 10-Q                      | 001-33843  | 11/14/2013     | 10.2.3         |                |



| Exhibit No.          | Description  | Incorporated by Reference |            |                | Exhibit Number | Filed Herewith |
|----------------------|--|---------------------------|------------|----------------|----------------|----------------|
|                      |  | Form                      | File No.   | Date of Filing |                |                |
| 10.12.5              | Amendment #4 to Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated September 4, 2013                                  | 10-Q                      | 001-33843  | 11/14/2013     | 10.2.4         |                |
| 10.12.6 <sup>†</sup> | Statement of Work #1 governed by Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated September 24, 2013                | 10-Q                      | 001-33843  | 11/14/2013     | 10.2.5         |                |
| 10.12.7              | Amendment #5 to Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated September 25, 2014                                 | 10-Q                      | 001-33843  | 11/14/2014     | 10.2           |                |
| 10.12.8 <sup>#</sup> | Amendment #6 to Master Services and Linking Agreement between Toshiba America Information System, Inc. and Synacor, Inc. dated August 5, 2014                                      |                           |            |                |                | X              |
| 10.12.9 <sup>#</sup> | Marketing Services Statement of Work governed by Master Services and Linking Agreement between Toshiba America Information Systems, Inc. and Synacor, Inc. dated December 22, 2014 |                           |            |                |                | X              |
| 10.13.1 <sup>†</sup> | Google Services Agreement between Google Inc. and Synacor, Inc. dated March 1, 2011  | S-1/A                     | 333-178049 | 2/1/2012       | 10.13.1        |                |
| 10.13.2 <sup>†</sup> | Amendment Number One to Google Services Agreement between Google Inc. and Synacor, Inc. dated July 1, 2011   | S-1/A                     | 333-178049 | 12/29/2011     | 10.13.2        |                |
| 10.13.3 <sup>†</sup> | Amendment Number Two to Google Services Agreement between Google Inc. and Synacor, Inc. dated May 1, 2012  | 10-Q                      | 001-33843  | 8/13/2013      | 10.1.1         |                |
| 10.13.4 <sup>†</sup> | Amendment Number Three to Google Services Agreement between Google Inc. and Synacor, Inc. dated May 1, 2013  | 10-Q                      | 001-33843  | 8/13/2013      | 10.1.2         |                |
| 10.13.5 <sup>†</sup> | Amendment Number Four to Google Services Agreement between Google Inc. and Synacor, Inc. dated March 1, 2014   | 10-Q                      | 001-33843  | 5/15/2014      | 10.1           |                |
| 10.13.6 <sup>#</sup> | Amendment Number Five to Google Services Agreement between Google Inc. and Synacor, Inc. dated August 1, 2014  |                           |            |                |                | X              |
| 10.14.1              | Sublease dated March 3, 2006 between Ludlow Technical Products Corporation and Synacor, Inc.   | S-1                       | 333-178049 | 11/18/2011     | 10.14.1        |                |
| 10.14.2              | First Amendment to Sublease dated September 25, 2006   | S-1                       | 333-178049 | 11/18/2011     | 10.14.2        |                |
| 10.14.3              | Second Amendment to Sublease dated February 27, 2007   | S-1                       | 333-178049 | 11/18/2011     | 10.14.3        |                |

10.15.1\* Letter Agreement dated March 1, 2008 with Jordan S-1/A 333-178049 1/30/2012 10.15.1  
Levy



| Exhibit No.          | Description   | Incorporated by Reference |            |                | Exhibit Number | Filed Herewith |
|----------------------|---|---------------------------|------------|----------------|----------------|----------------|
|                      |   | Form                      | File No.   | Date of Filing |                |                |
| 10.15.2*             | Letter Agreement dated June 23, 2009 with Jordan Levy   | S-1/A                     | 333-178049 | 1/30/2012      | 10.15.2        |                |
| 10.15.3*             | Letter Agreement dated March 1, 2008 with Ronald N. Frankel   | S-1/A                     | 333-178049 | 1/30/2012      | 10.15.3        |                |
| 10.15.4*             | Letter Agreement dated June 23, 2009 with Ronald N. Frankel   | S-1/A                     | 333-178049 | 1/30/2012      | 10.15.4        |                |
| 10.15.5*             | Letter Agreement dated March 1, 2008 with George G. Chamoun   | S-1/A                     | 333-178049 | 1/30/2012      | 10.15.5        |                |
| 10.15.6*             | Letter Agreement dated June 23, 2009 with George G. Chamoun   | S-1/A                     | 333-178049 | 1/30/2012      | 10.15.6        |                |
| 10.16*               | Form of Common Stock Repurchase Agreement Master Services Agreement between Verizon   | S-1/A                     | 333-178049 | 1/30/2012      | 10.16          |                |
| 10.17.1 <sup>†</sup> | Corporate Services Group Inc. and Synacor, Inc. dated July 25, 2011   | 10-K                      | 001-33843  | 3/26/2013      | 10.17.1        |                |
| 10.17.2 <sup>†</sup> | Amendment #1 to Master Services Agreement between Verizon Corporate Services Group Inc. and Synacor, Inc. dated December 20, 2012 | 10-K                      | 001-33843  | 3/26/2013      | 10.17.2        |                |
| 10.17.3 <sup>†</sup> | Amendment #2 to Master Services Agreement between Verizon Corporate Services Group, Inc. and Synacor, Inc. dated April 1, 2013    | 10-Q                      | 001-33843  | 8/13/2013      | 10.3           |                |
| 10.17.4 <sup>†</sup> | Amendment #3 to Master Services Agreement between Verizon Corporate Services Group, Inc. and Synacor, Inc. dated June 6, 2014     | 10-Q                      | 001-33843  | 8/14/2014      | 10.1           |                |
| 10.18.1 <sup>†</sup> | Joint Venture Agreement between Maxit Technology Incorporate, Synacor China, Ltd. and Synacor, Inc. dated March 11, 2013          | 10-Q                      | 001-33843  | 5/14/2013      | 10.2.1         |                |
| 10.18.2 <sup>†</sup> | Shareholders Agreement between Maxit Technology Incorporated, Synacor China, Ltd. and Synacor, Inc. dated March 11, 2013          | 10-Q                      | 001-33843  | 5/14/2013      | 10.2.2         |                |
| 10.18.3 <sup>†</sup> | Amendment to the Joint Venture Agreement dated December 6, 2013   | 10-K                      | 001-33843  | 3/26/2014      | 10.18.3        |                |
| 10.19.1*             | Special Purpose Recruitment Plan  | Schedule 14A              | 001-33843  | 4/5/2013       | App. A         |                |
| 10.19.2*             | Form of Stock Option Agreement (Early Exercise) under Special Purpose Recruitment Plan  | 10-Q                      | 001-33843  | 8/13/2013      | 10.5           |                |
| 10.20.1              | Loan and Security Agreement between Silicon Valley Bank and Synacor, Inc. dated September 27, 2013                                | 10-Q                      | 001-33843  | 11/14/2013     | 10.1           |                |
| 10.20.2              | First Amendment to the Loan and Security Agreement between Silicon Valley Bank and Synacor, Inc. dated October 28, 2014           |                           |            |                |                | X <sup>^</sup> |



| Exhibit No. | Description  | Incorporated by Reference |           |                | Exhibit Filed |
|-------------|--|---------------------------|-----------|----------------|---------------|
|             |  | Form                      | File No.  | Date of Filing |               |
| 10.21.1*    | Employment Letter Agreement with Himesh Bhise dated August 4, 2014   | 10-Q                      | 001-33843 | 11/14/2014     | 10.1.1        |
| 10.21.2*    | Stock Option Agreement with Himesh Bhise granted on August 4, 2014   | 10-Q                      | 001-33843 | 11/14/2014     | 10.1.2        |
| 21.1        | List of subsidiaries   |                           |           |                | X^            |
| 23.1        | Consent of Deloitte & Touche LLP   |                           |           |                | X^            |
| 24.1        | Power of Attorney (contained in the signature page of the Original Filing)   |                           |           |                | X^            |
| 31.1        | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |                           |           |                | X             |
| 31.2        | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |                           |           |                | X             |
| 32.1‡       | Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |                           |           |                |               |
| 101.INS     | XBRL Instance Document   |                           |           |                | X^            |
| 101.SCH     | XBRL Taxonomy Extension Schema   |                           |           |                | X^            |
| 101.CAL     | XBRL Taxonomy Extension Calculation Linkbase   |                           |           |                | X^            |
| 101.LAB     | XBRL Taxonomy Extension Label Linkbase   |                           |           |                | X^            |
| 101.PRE     | XBRL Taxonomy Extension Presentation Linkbase  |                           |           |                | X^            |
| 101.DEF     | XBRL Taxonomy Extension Definition Linkbase  |                           |           |                | X^            |

## Notes:

† Confidential treatment has been granted for portions of this document. The omitted portions have been filed with the Securities and Exchange Commission.

# Confidential treatment requested for portions of this document. The omitted portions have been filed with the Securities and Exchange Commission.

This certification is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that Synacor, Inc. specifically incorporates it by reference.

\* Indicates management contract or compensatory plan or arrangement.

^ Filed as an exhibit to the Original Filing.

