

Synacor, Inc.  
Form 8-K  
May 24, 2012

**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): May 24, 2012

**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.)

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**40 La Riviere Drive, Suite 300, Buffalo, New York**

**(Address of principal executive offices)**

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

**14202**

**(Zip Code)**

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The following proposals were submitted to the stockholders at the 2012 Annual Meeting of Stockholders held on May 24, 2012:

1. The election of two directors to serve until our 2015 Annual Meeting of Stockholders or until their successors are duly elected and qualified.
  
2. The ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012.

For more information about the foregoing proposals, see our proxy statement dated April 30, 2012. The number of votes cast for and against and the number of abstentions and non-votes with respect to each matter voted upon are set forth below:

***Board of Director Election Results***

The following nominees received the highest number of FOR votes and, as a result, were elected to serve as directors for a term that will continue until the 2015 Annual Meeting or until their respective successors have been duly elected and qualified.

Director Name	Votes For	Votes Withheld	Broker Non-Votes
Andrew Kau	19,436,843	76,510	1,206,353
Jordan Levy	19,334,652	178,701	1,206,353

The following directors, in addition to Messrs. Kau and Levy, will continue to serve as members of our Board of Directors until the expiration of their respective terms or until their respective successors have been duly elected and qualified: Marwan Fawaz, Ronald N. Frankel, Gary L. Ginsberg, and Michael J. Montgomery.

***Ratification of Deloitte & Touche LLP as our independent registered public accounting firm***

Our stockholders ratified the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012.

Votes For	Votes Against	Abstain	Broker Non-Votes
19,796,744	914,868	8,094	0

**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: May 24, 2012

By: /s/ WILLIAM J. STUART  
William J. Stuart  
Chief Financial Officer and Secretary