

Synacor, Inc.  
Form 8-A12B  
January 30, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**SYNACOR, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Incorporation or Organization)

40 La Riviere Drive

Suite 300

**16-1542712**  
(I.R.S. Employer Identification Number)

14202

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**Buffalo, NY**  
(Address of Principal Executive Offices) (Zip Code)  
**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock</b>  <b>\$0.01 par value per share</b>	<b>The NASDAQ Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates:**

333-178049

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

None

**Item 1. Description of Registrant's Securities to be Registered.**

The class of capital stock to be registered is the Registrant's Common Stock, \$0.01 par value per share (Common Stock). For a description of the Common Stock, reference is made to the information set forth under the heading "Description of Capital Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-178049) originally filed with the Securities and Exchange Commission on November 18, 2011, as amended by any amendments to such Registration Statement and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated by reference.

**Item 2. Exhibits.**

Under the Instructions relating to Form 8-A exhibits, no exhibits are required to be filed because no other securities of the registrant are being registered with The NASDAQ Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SYNACOR, INC.

Date: January 30, 2012

By: /s/ Ronald N. Frankel  
Ronald N. Frankel  
Chief Executive Officer