

FORM 4

[X] 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**

OMB APPROVAL
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * INTEL CORP (Last) (First) (Middle) 2200 MISSION COLLEGE BLVD. (Street) SANTA CLARA, CA 95054-1549 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Synacor, Inc. [SYNC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ X ___ 10% Owner ___ Officer (give title below) ___ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/15/2012</p>		6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person ___ X ___ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	2/15/2012		C		641025	A	(1)	641025	I	See footnote (2)
Common Stock	2/15/2012		C		641025	A	(1)	1282050	I	See footnote (2)
Common Stock	2/15/2012		C		506250	A	(3)	1788300	I	See footnote (2)
Common Stock	2/15/2012		C		298857	A	(4)	2087157	I	See footnote (2)
Common Stock	2/15/2012		S		104000	D	\$5	1983157	I	See footnote (2)

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

1. Title of Derivate 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				
Series A Preferred Stock	(1)	2/15/2012		C		641025	3/14/2003	(1)	Common Stock	641025	(1)	0	I	See footnote (2)
Series A Preferred Stock	(1)	2/15/2012		C		641025	10/8/2003	(1)	Common Stock	641025	(1)	0	I	See footnote (2)

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

1. Title of Derivate 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				
Series B Preferred Stock	(3)	2/15/2012		C		506250	10/1/2004	(3)	Common Stock	506250	(1)	0	I	See footnote (2)
Series C Preferred Stock	(4)	2/15/2012		C		298857	10/19/2006	(4)	Common Stock	298857	(1)	0	I	See footnote (2)

Explanation of Responses:

- (1) The Series A Preferred Stock converted into shares of common stock of the Issuer on a 1.5 for 1 basis and had no expiration date.
- (2) Owned directly by Intel Capital (Cayman) Corporation, a wholly-owned subsidiary of the Reporting Person.
- (3) The Series B Preferred Stock converted into shares of common stock of the Issuer on a 1.5 for 1 basis and had no expiration date.
- (4) The Series C Preferred Stock converted into shares of common stock of the Issuer on a 1.5 for 1 basis and had no expiration date.

Remarks:

Date of Earliest Transaction: The transaction giving rise to this Form 4 filing occurred on February 15, 2012. In accordance with Rule 16a-2, transactions which took place within 6 months prior to that date are also reported on this form.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTEL CORP 2200 MISSION COLLEGE BLVD. SANTA CLARA, CA 95054-1549		X		
INTEL CAPITAL (CAYMAN) CORP 2200 MISSION COLLEGE BLVD SANTA CLARA, CA 95054		X		

Signatures

/s/ Cary Klafter, Corporate Secretary

2/17/2012

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.