

Rendino Kevin
Form 3
March 05, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Rendino Kevin

(Last) (First) (Middle)

C/O 180 DEGREE CAPITAL
CORP.,Â 7 N. WILLOW
STREET, SUITE 4B

(Street)

MONTCLAIR,Â NJÂ 07042

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/01/2019

3. Issuer Name and Ticker or Trading Symbol
Synacor, Inc. [SYNC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

2,839,206

I

See footnote. ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Director Stock Option (right to purchase)	Â (2)	02/28/2029	Common Stock	50,000	\$ 1.74	D (3)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rendino Kevin C/O 180 DEGREE CAPITAL CORP. 7 N. WILLOW STREET, SUITE 4B MONTCLAIR, NJ 07042	Â X	Â	Â	Â

Signatures

/s/ Timothy J. Heasley,
attorney-in-fact

03/05/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 1,597,806 of the shares are held directly by 180 Degree Capital Corp. ("180 Degree") and 1,241,400 of the shares are held directly by 180.2 SPV Series - a Series of 180 Degree Capital Management, LLC ("180.2 SPV Series"). 180 Degree is the investment manager and
- (1) managing member of 180.2 SPV Series. The Reporting Person is one of two directors of 180 Degree sharing voting and investment power over the shares held by 180 Degree and 180.2 SPV Series. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- The option was granted to the Reporting Person in connection with his appointment to Issuer's Board of Directors. 100% of the option was immediately exercisable on March 1, 2019 (the date of grant). Shares purchased upon exercise of the option are subject to repurchase
- (2) by the Issuer until vested. 25% of the shares subject to the option vest upon completion of 12 months of continuous service after March 1, 2019 and the remainder vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service through such dates.
- (3) Pursuant to an assignment and assumption agreement between the Reporting Person and 180 Degree, the Reporting Person has assigned all economic and beneficial interest in this option (and the underlying shares of common stock) to 180 Degree.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.