

Kau Andrew  
 Form 3/A  
 February 17, 2012

**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 Kau Andrew (Last) (First) (Middle)  C/O WALDEN INTERNATIONAL,Â 361 LYTTON AVENUE, 2ND FLOOR (Street)  PALO ALTO,Â CAÂ 94301 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/09/2012	3. Issuer Name and Ticker or Trading Symbol Synacor, Inc. [SYNC]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 02/09/2012	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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)
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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)	
Series A Preferred Stock	11/01/2004	∞ <sup>(2)</sup>	Common Stock	480,768 <sup>(3)</sup>	\$ <sup>(2)</sup>	I	See footnote. <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kau Andrew C/O WALDEN INTERNATIONAL 361 LYTTON AVENUE, 2ND FLOOR PALO ALTO, CA 94301	∞ X	∞	∞	∞

## Signatures

/s/ Andrew Kau                      02/17/2012  
\*\*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) 230,641 of the shares are owned directly by WIIG-TDF Partners LLC and 230,641 of the shares are owned directly by Walden EDB Partners II, L.P. The manager of WIIG-TDF Partners LLC is WIIG Management Co., Ltd., the sole director of which is Lip-Bu Tan. The manager of Walden EDB Partners II, L.P. is Walden Management, LLC, the manager of which is Pacven Walden Management Co., Ltd. Lip-Bu Tan is the sole director of Pacven Walden Management. The Reporting Person shares investment and voting power with respect to the shares owned directly by WIIG-TDF Partners LLC and Walden EDB Partners II, L.P. with Lip-Bu Tan. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (2) The Series A Preferred Stock is convertible into common stock of the Issuer on a 1.5 for one basis and has no expiration date.
- (3) These shares were inadvertently omitted from the reporting person's original Form 3.

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.