

Kau Andrew
Form 3
February 09, 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Pacven Walden Management Co. Ltd.			(Month/Day/Year)	Synacor, Inc. [SYNC]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ONE CALIFORNIA STREET,Â 28TH FLOOR				(Check all applicable)	
(Street)				☐ Director ☐ Officer (give title below)	☒ 10% Owner ☐ Other (specify below)
SAN FRANCISCO,Â CAÂ 94111				6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)		☐ 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	26,241 ⁽¹⁾	I	See Footnote ⁽²⁾ ⁽³⁾ ⁽¹⁰⁾

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

SEC 1473 (7-02)

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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	Â <u>(4)</u>	Common Stock	2,884,614 <u>(1)</u>	\$ <u>(4)</u>	I	See Footnote <u>(3)</u> <u>(5)</u> <u>(10)</u>
Series B Preferred Stock	10/01/2004	Â <u>(6)</u>	Common Stock	1,218,750 <u>(1)</u>	\$ <u>(6)</u>	I	See Footnote <u>(3)</u> <u>(7)</u>
Series C Preferred Stock	10/19/2006	Â <u>(8)</u>	Common Stock	473,187 <u>(1)</u>	\$ <u>(8)</u>	I	See Footnote <u>(3)</u> <u>(9)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pacven Walden Management Co. Ltd. ONE CALIFORNIA STREET 28TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	Â
Kau Andrew IS C/O WALDEN INTERNATIONAL 361 LYTTON AVENUE, 2ND FLOOR PALO ALTO,Â CAÂ 94301	Â X	Â	Â	Â
WIIG-TDF PARTNERS LLC ONE CALIFORNIA STREET 28TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	Â
WALDEN EDB PARTNERS II LP ONE CALIFORNIA STREET 28TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	Â
Pacven Walden Management II, L.P. ONE CALIFORNIA STREET 28TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	Â
Walden Management, LLC ONE CALIFORNIA STREET 28TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	Â
Pacven Walden Ventures IV Associates Fund, L.P. ONE CALIFORNIA STREET 28TH FLOOR SAN FRANCISCO,Â CAÂ 94111	Â	Â X	Â	Â
Pacven Walden Ventures IV, L.P. ONE CALIFORNIA STREET	Â	Â X	Â	Â

28TH FLOOR
SAN FRANCISCO, CA 94111

TAN LIP BU
ONE CALIFORNIA STREET 28TH FLOOR ☐ ☒ ☐ ☐
SAN FRANCISCO, CA 94111

WIIG MANAGEMENT CO. LTD.
ONE CALIFORNIA STREET, 28TH FLOOR ☐ ☒ ☐ ☐
SAN FRANCISCO, CA 94111

Signatures

/s/ Lip-Bu Tan 02/09/2012

 Signature of
Reporting Person

Date

Andrew Kau 02/09/2012

 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) Reflects a 1 for 2 reverse stock split, effective as of immediately prior to the effectiveness of the Issuer's Registration Statement on Form S-1.

402 of the shares are owned directly by Pacven Walden Ventures IV Associates Fund, L.P. ("Pacven IV Associates Fund"), 21,645 of the shares are owned directly by Pacven Walden Ventures IV, L.P. ("Pacven IV"), 2,187 of the shares are owned directly by WIIG-TDF Partners LLC ("WIIG-TDF") and 2,187 of the shares are owned directly by Walden EDB Partners II, LP ("EDB II").
- (2) Pacven Walden Management Co., Ltd. ("Pacven Walden Management"), the Designated Filer, is the general partner of (i) Pacven Walden Management II, L.P., which is the general partner of Pacven IV Associates Fund and Pacven IV and (ii) Walden Management, LLC, which is the general partner of EDB II. Lip-Bu Tan is the sole director of Pacven Walden Management and shares voting and investment power with respect to the shares held by Pacven IV Associates Fund, Pacven IV and EDB II with the other members of the Investment Committee of Pacven Walden Management. The members of such Investment Committee are Lip-Bu Tan, Andrew Kau, Hock Voon Loo and Brian Chiang. Each such person disclaims beneficial ownership of the shares except to the extent of his or her pecuniary interest.
- (3) 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.
- (4) 43,989 of the shares are owned directly by Pacven IV Associates Fund, 2,359,857 of the shares are owned directly by Pacven IV, 240,384 of the shares are owned directly by WIIG-TDF and 240,384 of the shares are owned directly by EDB II.
- (5) The Series B Preferred Stock is convertible into common stock of the Issuer on a 1.5 for one basis and has no expiration date.
- (6) 22,302 of the shares are owned directly by Pacven IV Associates Fund and 1,196,448 of the shares are owned directly by Pacven IV.
- (7) The Series C Preferred Stock is convertible into common stock of the Issuer on a 1.5 for one basis and has no expiration date.
- (8) 8,659 of the shares are owned directly by Pacven IV Associates Fund and 464,527 of the shares are owned directly by Pacven IV.
- (9) The manager of WIIG-TDF is WIIG Management Co. Ltd. Lip-Bu Tan is the sole director of WIIG Management Co. Ltd and shares investment and voting power with respect to the shares held by WIIG-TDF with Andrew Kau. Each reporting person disclaims beneficial ownership of the shares except to the extent of its pecuniary interest.
- (10)

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.