

Kau Andrew  
Form 3  
February 09, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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)                             | 02/09/2012  |  |
| ONE CALIFORNIA STREET,Â 28TH FLOOR        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer  |  |
| (Street)                                  |         |                                      | (Check all applicable)  |  |
| SAN FRANCISCO,Â CAÂ 94111                 |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |
| (City)                                    | (State) | (Zip)                                | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person   |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)   |
|------------------------------------|--|---|--|
| Common Stock                       | 26,241 <sup>(1)</sup>                                    | I   | See Footnote <sup>(2)</sup> <sup>(3)</sup> <sup>(10)</sup> |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|--|--|
|---|---|--|---|--|--|

Edgar Filing: Kau Andrew - Form 3

|                          | 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.<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111               | Â             | Â X       | Â       | Â     |
| Kau Andrew<br>IS C/O WALDEN INTERNATIONAL<br>361 LYTTON AVENUE, 2ND FLOOR<br>PALO ALTO, CA 94301                  | Â X           | Â         | Â       | Â     |
| WIIG-TDF PARTNERS LLC<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111                           | Â             | Â X       | Â       | Â     |
| WALDEN EDB PARTNERS II LP<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111                       | Â             | Â X       | Â       | Â     |
| Pacven Walden Management II, L.P.<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111               | Â             | Â X       | Â       | Â     |
| Walden Management, LLC<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111                          | Â             | Â X       | Â       | Â     |
| Pacven Walden Ventures IV Associates Fund, L.P.<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111 | Â             | Â X       | Â       | Â     |
| Pacven Walden Ventures IV, L.P.<br>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                                  Date  
Reporting Person

Andrew Kau                                      02/09/2012

                                                        
\*\*Signature of                                      Date  
Reporting Person

## 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.
- (2) 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").
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.

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.