

Kau Andrew  
Form 4  
November 27, 2012

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pacven Walden Management Co.  
Ltd.

(Last) (First) (Middle)

ONE CALIFORNIA STREET, 28TH  
FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/26/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(1) (2) (3)                                                                                              | (A)<br>or<br>(D)<br>Price<br>(4)                                        |                                                                                |
| Common<br>Stock                       | 11/26/2012                              |                                                             | S                                    |                                                                         | 45,600                                                                                                             | \$<br>5.0543                                                            | 4,001,420                                                                      |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | I                                                                              |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | See<br>footnote<br>(5)                                                         |

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Kau Andrew - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## 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               | X             | X         |         |       |
| Pacven Walden Ventures IV Associates Fund, L.P.<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111 |               | X         |         |       |
| Walden Management, LLC<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111                          |               | X         |         |       |
| Pacven Walden Ventures IV, L.P.<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111                 |               | X         |         |       |
| Pacven Walden Management II, L.P.<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111               |               | X         |         |       |
| WIIG-TDF PARTNERS LLC<br>ONE CALIFORNIA STREET<br>28TH FLOOR<br>SAN FRANCISCO, CA 94111                           |               | X         |         |       |
| WALDEN EDB PARTNERS II LP<br>ONE CALIFORNIA STREET<br>28TH FLOOR                                                  |               | X         |         |       |

SAN FRANCISCO, CA 94111

WIIG MANAGEMENT CO. LTD.

ONE CALIFORNIA STREET, 28TH FLOOR

X

SAN FRANCISCO, CA 94111

TAN LIP BU

ONE CALIFORNIA STREET 28TH FLOOR

X

SAN FRANCISCO, CA 94111

Kau Andrew

C/O WALDEN INTERNATIONAL

X

361 LYTTON AVENUE, 2ND FLOOR

PALO ALTO, CA 94301

## Signatures

/s/ William J. Stuart, as attorney

11/27/2012

in fact

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The shares sold were owned directly by WIIG-TDF Partners LLC ("WIIG-TDF").

Pacven Walden Management Co., Ltd. ("Pacven Walden Management"), the Designated Filer, is (i) the general partner of Pacven Walden Management II, L.P., which is the general partner of Pacven Walden Ventures IV Associates Fund L.P. ("Pacven IV Associates Fund") and Pacven Walden Ventures IV, L.P. ("Pacven IV") and (ii) the manager of Walden Management, LLC, which is the manager of EDB

(2) 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 EDB II with Andrew Kau and shares voting and investment power with respect to the shares held by Pacven IV Associates Fund and Pacven IV 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 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.05 to \$5.10, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) 70,846 of the shares are directly owned by Pacven IV Associates Fund, 3,804,292 of the shares are directly owned by Pacven IV, 63,441 of the shares are directly owned by WIIG-TDF and 62,841 of the shares are directly owned by EDB II.

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.