

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ROYSTON IVOR</u>  (Last) (First) (Middle) <u>C/O SYNDAX PHARMACEUTICALS, INC.</u> <u>400 TOTTEN POND ROAD, SUITE 110</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/02/2016</u>	3. Issuer Name and Ticker or Trading Symbol <u>Syndax Pharmaceuticals Inc [ SNDX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
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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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Series A-1 Preferred Stock	(1)	(1)	Common Stock	315,195	(1)	I	See footnote <sup>(2)</sup>
Series B-1 Preferred Stock	(1)	(1)	Common Stock	198,931	(1)	I	See footnote <sup>(2)</sup>
Series C-1 Preferred Stock	(1)	(1)	Common Stock	86,419	(1)	I	See footnote <sup>(2)</sup>
Stock Option (right to buy)	(3)	12/18/2024	Common Stock	10,167	6.35	D	
Stock Option (right to buy)	(4)	08/18/2025	Common Stock	12,000	7.2	D	

**Explanation of Responses:**

- The reported securities are convertible at any time on a one-for-one basis, in whole or in part, at the option of the holder, have no expiration date, and will convert into shares of common stock immediately prior to the closing of the Issuer's initial public offering.
- The securities are owned directly by Forward Ventures V, LP ("Forward V"), Forward Ventures IV, LP ("Forward IV") and Forward Ventures IVB, LP ("Forward IVB" and collectively, the "Forward Entities"). Dr. Royston is a member of Forward V and a managing member of Forward IV Associates, LLC which is the general partner of each of Forward IV and Forward IVB. As a result, Dr. Royston shares voting and investment power over the shares owned by the Forward Entities. Dr. Royston disclaims beneficial ownership of all shares held by the Forward Entities, except to the extent of his actual pecuniary interest therein.
- Twenty-five percent (25%) of the total number of shares underlying the option vested on December 18, 2014, and one forty-eighth (1/48th) of the total number of shares underlying the option vest monthly thereafter on the last day of each month, subject to the reporting person's continuous service on the relevant vesting dates.
- Twenty-five percent (25%) of the total number of shares underlying the option vested on August 18, 2015, and one forty-eighth (1/48th) of the total number of shares underlying the option vest monthly thereafter on the last day of each month, subject to the reporting person's continuous service on the relevant vesting dates.

**Remarks:**

/s/ Micheal A. Metzger,  
Attorney-in-Fact 03/02/2016

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

## Power of Attorney

The undersigned, a member of the Board of Directors of Syndax Pharmaceuticals, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Briggs W. Morrison, Michael A. Metzger and John S. Pallies, for so long as each such person is an employee of the Company, and Laura A. Berezin, for so long as she is a partner of a law firm representing the Company, the undersigned's true and lawful attorney-in-fact, each with the power to act alone for the undersigned and in the undersigned's name, place and stead, to:

1. Prepare, complete and execute Forms 3, 4 and 5 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and other forms and all amendments thereto on the undersigned's behalf as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Exchange Act and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's beneficial ownership of securities of the Company or changes in such beneficial ownership; and
2. Do all acts necessary in order to file such forms and amendments with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other persons or agencies as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with or liability under Section 16 of the Exchange Act or any rules and regulations promulgated thereunder or any successor laws and regulations.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, or 5 with respect to the undersigned's beneficial ownership of securities of the Company or changes in such beneficial ownership, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

The undersigned has executed this Power of Attorney as of January 26, 2016.

/s/ Ivor Royston

Ivor Royston