



Syndax Announces Pricing of \$75.3 Million Public Offering

December 16, 2021

WALTHAM, Mass., Dec. 15, 2021 /PRNewswire/ -- Syndax Pharmaceuticals, Inc. ("Syndax," the "Company" or "we") (Nasdaq: SNDX), a clinical-stage biopharmaceutical company developing an innovative pipeline of cancer therapies, today announced the pricing of an underwritten public offering of 3,157,144 shares of its common stock, and to certain investors pre-funded warrants to purchase 1,142,856 shares of its common stock at an exercise price of \$0.0001. The public offering price of each share of common stock is \$17.50 and the public offering price of each pre-funded warrant is \$17.4999 per underlying share, which represents the per share public offering price for the common stock less the \$0.0001 per share exercise price for each such pre-funded warrant. The aggregate gross proceeds from this offering are expected to be approximately \$75.3 million, before deducting underwriting discounts and commissions and other offering expenses payable by Syndax. In addition, Syndax granted the underwriters a 30-day option to purchase up to an additional 645,000 shares of common stock. All of the shares of common stock and pre-funded warrants are being sold by Syndax. The offering is expected to close on December 20, 2021, subject to customary closing conditions.

Goldman Sachs & Co. LLC and Cowen are acting as joint book-running managers for the offering. BTIG is acting as lead manager for the offering. B. Riley Securities is acting as co-manager for the offering.

The shares are being offered pursuant to a "shelf" registration statement previously filed and declared effective by the Securities and Exchange Commission (SEC). A preliminary prospectus supplement and accompanying prospectus relating to the offering will be filed with the SEC and will be available on the website of the SEC at www.sec.gov. When available, copies of the preliminary prospectus supplement, final prospectus supplement and accompanying prospectus relating to the offering may be obtained from: Goldman Sachs and Co. LLC, Attention: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 866-471-2526, facsimile: 212-902-9316 or by emailing Prospectus-ny@ny.email.gs.com; or Cowen and Company, LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, or by email at PostSaleManualRequests@broadridge.com, or by phone at (833) 297-2926.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offer, if at all, will be made only by means of a prospectus supplement and accompanying prospectus, which are a part of the effective registration statement.

About Syndax Pharmaceuticals, Inc.

Syndax Pharmaceuticals is a clinical-stage biopharmaceutical company developing an innovative pipeline of cancer therapies. The Company's pipeline includes SNDX-5613, a highly selective inhibitor of the Menin-MLL binding interaction, axatilimab, a monoclonal antibody that blocks the colony stimulating factor 1 (CSF-1) receptor, and entinostat, a class I HDAC inhibitor.

Cautionary Note on Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "may," "will," "expect," "plan," "anticipate," "estimate," "intend," "believe" and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. These forward-looking statements are based on Syndax's expectations and assumptions as of the date of this press release. Each of these forward-looking statements involves risks and uncertainties. Actual results may differ materially from these forward-looking statements. These risks and uncertainties include, without limitation, risks and uncertainties related to market conditions and satisfaction of customary closing conditions related to the proposed public offering. There can be no assurance that Syndax will be able to complete the proposed public offering on the anticipated terms, or at all. Other factors that may cause Syndax's actual results to differ from those expressed or implied in the forward-looking statements in this press release are discussed in Syndax's filings with the U.S. Securities and Exchange Commission, including the "Risk Factors" sections contained therein, as well as the risks identified in the registration statement and the preliminary prospectus supplement relating to the offering. These forward-looking statements are based on Syndax's expectations and assumptions as of the date of this press release. Except as required by law, Syndax assumes no obligation to update any forward-looking statements contained herein to reflect any change in expectations, even as new information becomes available.

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