

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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. Issuer Name and Ticker or Trading Symbol <u>Syndax Pharmaceuticals Inc [SNDX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2016</u>	
	4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2016		C		315,195	A	(1)	315,195	I	See footnote(2)
Common Stock	03/08/2016		C		198,931	A	(1)	514,126	I	See footnote(2)
Common Stock	03/08/2016		C		86,419	A	(1)	600,545	I	See footnote(2)
Common Stock	03/08/2016		P		150,000	A	\$12	750,545	I	See footnote(2)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	(1)	03/08/2016		C		315,195	(1)	(1)		Common Stock	315,195	\$0	0	I	See footnote(2)
Series B-1 Preferred Stock	(1)	03/08/2016		C		198,931	(1)	(1)		Common Stock	198,931	\$0	0	I	See footnote(2)
Series C-1 Preferred Stock	(1)	03/08/2016		C		86,419	(1)	(1)		Common Stock	86,419	\$0	0	I	See footnote(2)

Explanation of Responses:

- Upon the closing of the Issuer's initial public offering of its common stock, each share of Series A-1, Series B-1 and Series C-1 preferred stock automatically converted into one share of common stock. The Series A-1, Series B-1 and Series C-1 preferred stock had no expiration date.
- 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.

Remarks:

/s/ Michael A. Metzger,
Attorney-in-Fact 03/08/2016

** 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 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).

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.