

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>DP VIII Associates, L.P.</u>  (Last) (First) (Middle) <u>C/O DOMAIN ASSOCIATES, LLC</u> <u>ONE PALMER SQUARE</u>  (Street) <u>PRINCETON NJ 08542</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)  Director <input checked="" type="checkbox"/> 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) 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 (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 B-1 Preferred Stock	(1)	(1)	Common Stock	2,967	(1)	D(2)(3)(4)(5)(6)
Series C-1 Preferred Stock	(1)	(1)	Common Stock	2,674	(1)	D(2)(3)(4)(5)(6)

1. Name and Address of Reporting Person\*  
DP VIII Associates, L.P.  
 (Last) (First) (Middle)  
C/O DOMAIN ASSOCIATES, LLC  
ONE PALMER SQUARE  
 (Street)  
PRINCETON NJ 08542  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BLAIR JAMES C  
 (Last) (First) (Middle)  
C/O DOMAIN ASSOCIATES, LLC  
ONE PALMER SQUARE  
 (Street)  
PRINCETON NJ 08542  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
DOVEY BRIAN H  
 (Last) (First) (Middle)  
C/O DOMAIN ASSOCIATES, LLC  
ONE PALMER SQUARE  
 (Street)

PRINCETON NJ 08542

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TREU JESSE I

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES, LLC  
ONE PALMER SQUARE

(Street)

PRINCETON NJ 08542

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

VITULLO NICOLE

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES, LLC  
ONE PALMER SQUARE

(Street)

PRINCETON NJ 08542

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Halak Brian K

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES, LLC  
ONE PALMER SQUARE

(Street)

PRINCETON NJ 08542

(City) (State) (Zip)

**Explanation of Responses:**

1. All outstanding Preferred Stock will automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering for no additional consideration. The Preferred Stock has no expiration date.
2. The securities reported as directly beneficially owned by the designated Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of One Palmer Square Associates VIII, LLC, the sole general partner of the designated Reporting Person. Pursuant to Instruction 5(b)(iv) of Form 3, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the designated Reporting Person, however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.
3. As managing members of the sole general partner of Domain Partners VIII, L.P., each Reporting Owner listed below may also be deemed to indirectly beneficially own the securities of the Issuer held by Domain Partners VIII, L.P., as reported on a Form 3 for Domain Partners VIII, L.P. filed on the same date as this Form 3.
4. As managing members of the sole general partner of Domain Partners VI, L.P., each Reporting Owner listed below (except for Brian K. Halak) may also be deemed to indirectly beneficially own the securities of the Issuer held by Domain Partners VI, L.P., as reported on a Form 3 for Domain Partners VI, L.P. filed on the same date as this Form 3.
5. As managing members of the sole general partner of DP VI Associates, L.P., each Reporting Owner listed below (except for Brian K. Halak) may also be deemed to indirectly beneficially own the securities of the Issuer held by DP VI Associates, L.P., as reported on a Form 3 for DP VI Associates, L.P. filed on the same date as this Form 3.
6. As managing members of Domain Associates, LLC, each Reporting Owner listed below may also be deemed to indirectly beneficially own the securities of the Issuer held by Domain Associates, LLC, as reported on a Form 3 for Domain Associates, LLC filed on the same date as this Form 3.

**Remarks:**

/s/ Lisa A. Kraeutler, as  
Attorney-in-Fact for DP VIII  
Associates, L.P., J. Blair, B. 03/02/2016  
Dovey, J. Treu, N. Vitullo and  
B. Halak

\*\* 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 hereby makes, constitutes and appoints Lisa A. Kraeutler and Nicole Vitullo (each an "Attorney"), with full power of substitution, each a true and lawful attorney-in-fact for the undersigned, in the undersigned's name, place and stead and on the undersigned's behalf, to complete, execute and file with the United States Securities and Exchange Commission (the "Commission"), one or more initial statements of beneficial ownership of securities, statements of changes in beneficial ownership of securities, annual statements of beneficial ownership of securities and/or information statements pursuant to Sections 16(a), 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules and regulations thereunder, and any other forms, certificates, documents or instruments that the Attorney deems necessary or appropriate in order to comply with the requirements of said Sections 16(a), 13(d) and 13(g) and said rules and regulations.

This Power of Attorney shall remain in effect until a written revocation thereof is filed with the Commission.

Dated: January 22, 2016

DP VIII ASSOCIATES, LP

By: One Palmer Square Partners VIII, LLC, its  
General Partner

By: /s/ James C. Blair  
James C. Blair, Managing Member

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