

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the Transition Period from _____ to _____

Commission File Number: 001-37708

Syndax Pharmaceuticals, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

32-0162505
(I.R.S. Employer
Identification Number)

35 Gatehouse Drive, Building D, Floor 3
Waltham, Massachusetts 02451

(781) 419-1400

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, par value \$0.0001 per share

Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes No

As of June 30, 2018, the last day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the Common Stock held by non-affiliates of the registrant was approximately \$118.0 million, based on the closing price of the registrant's common stock on June 30, 2018. Shares of the registrant's common stock held by each officer and director and each person known to the registrant to own 10% or more of the outstanding common stock of the registrant have been excluded in that such persons may be deemed affiliates. This determination of affiliate status is not a determination for other purposes.

As of March 6, 2019, there were 25,000,740 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2019 Annual Meeting of Stockholders, which the registrant intends to file pursuant to Regulation 14A with the Securities and Exchange Commission not later than 120 days after the registrant's fiscal year ended December 31, 2018, are incorporated by reference into Part III of this Annual Report on Form 10-K.

EXPLANATORY NOTE

Syndax Pharmaceuticals, Inc. (the “Company”) is filing this Amendment No. 1 to Annual Report on Form 10-K/A (this “Amendment”) to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the “Original Filing”), as originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 7, 2019 (the “Original Filing Date”), to update the exhibit listing in Item 15(a)(3) of Part IV of the Original Filing to incorporate by reference a previously filed exhibit that was inadvertently omitted from the exhibit list in the Original Filing.

In addition, pursuant to Rule 12b-15 under Securities Exchange Act of 1934, as amended, this Amendment also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been amended by or included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

The Amendment does not amend, modify or otherwise update any other information in the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing. In addition, this Amendment does not reflect events that may have occurred subsequent to the Original Filing Date.

PART IV

Item 15. Exhibits, Financial Statements and Schedules

(a)(3) Exhibits.

Exhibit No.	Description
3.1	<u>Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-37708), as filed with the SEC on March 8, 2016).</u>
3.2	<u>Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-37708), as filed with the SEC on March 8, 2016).</u>
4.1	<u>Specimen Common Stock Certificate of the Company (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1/A (File No. 333-208861), as filed with the SEC on February 20, 2016).</u>
4.2	<u>Form of Indenture, between the Registrant and one or more trustees to be named (incorporated herein by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-3 (File No. 333-217172), as filed with the SEC on April 6, 2017).</u>
4.3	<u>Form of Common Stock Warrant Agreement and Warrant Certificate (incorporated herein by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-3 (File No. 333-217172), as filed with the SEC on April 6, 2017).</u>
4.4	<u>Form of Debt Securities Warrant Agreement and Warrant Certificate (incorporated herein by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-3 (File No. 333-217172), as filed with the SEC on April 6, 2017).</u>
4.5	<u>Form of Preferred Stock Warrant Agreement and Warrant Certificate (incorporated herein by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-3 (File No. 333-217172), as filed with the SEC on April 6, 2017).</u>
4.6	<u>Form of Warrant Agreement by and between the Company and entities affiliated with Biotechnology Value Fund, L.P., dated as of June 18, 2018 (incorporated herein by reference to Exhibit 4.1 to the Company's Periodic Report on Form 8-K (File No. 001-37708), as filed with the SEC on June 20, 2018).</u>
10.1*	<u>2007 Stock Plan (incorporated herein by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.2*	<u>2007 Stock Plan Amendment, dated as of March 8, 2013 (incorporated herein by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.3*	<u>2007 Stock Plan Amendment, dated as of July 10, 2013 (incorporated herein by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.4*	<u>2007 Stock Plan Amendment, dated as of January 23, 2014 (incorporated herein by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.5*	<u>2007 Stock Plan Amendment, dated as of December 17, 2014 (incorporated herein by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>

Exhibit No.	Description
10.6*	<u>2007 Stock Plan Amendment, dated as of May 28, 2015 (incorporated herein by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.7*	<u>2007 Stock Plan Amendment, dated as of August 20, 2015 (incorporated herein by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.8*	<u>Form of Incentive Stock Option Agreement under 2007 Stock Plan (incorporated herein by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.9*	<u>Form of Non-Statutory Stock Option Agreement under 2007 Stock Plan (incorporated herein by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.10*	<u>2015 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-8 (File No. 333-210412), as filed with the SEC on March 25, 2016).</u>
10.11*	<u>Form of Incentive Stock Option Agreement under 2015 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.13 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.12*	<u>Form of Non-Qualified Option Agreement under 2015 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.14 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.13*	<u>2015 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 4.16 to the Company's Registration Statement on Form S-8 (File No. 333-210412), as filed with the SEC on March 25, 2016).</u>
10.14*	<u>Executive Employment Agreement by and between the company and Briggs W. Morrison, M.D., dated as of September 30, 2015 (incorporated herein by reference to Exhibit 10.16 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.15*	<u>Executive Employment Agreement by and between the company and Michael A. Metzger, dated as of September 30, 2015 (incorporated herein by reference to Exhibit 10.17 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.16*	<u>Executive Employment Agreement by and between the Company and Michael L. Meyers, M.D., Ph.D., dated as of October 1, 2015 (incorporated herein by reference to Exhibit 10.18 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.17*	<u>Executive Employment Agreement by and between the Company and Richard P. Shea, dated as of February 9, 2017 (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on August 10, 2017).</u>
10.18*	<u>Form of Indemnification Agreement by and between the company and each of its directors and officers (incorporated herein by reference to Exhibit 10.21 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.19†	<u>License, Development and Commercialization Agreement by and between the company and Bayer Schering Pharma AG, dated as of March 26, 2007 (incorporated herein by reference to Exhibit 10.22 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>

Exhibit No.	Description
10.20†	<u>First Amendment to the License, Development and Commercialization Agreement by and between the company and Bayer Pharma AG, dated as of October 13, 2012 (incorporated herein by reference to Exhibit 10.23 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.21	<u>Second Amendment to the License, Development and Commercialization Agreement by and between the company and Bayer Pharma AG, dated as of February 1, 2013 (incorporated herein by reference to Exhibit 10.24 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.22†	<u>Third Amendment to the License, Development and Commercialization Agreement by and between the company and Bayer Pharma AG, dated as of October 9, 2013 (incorporated herein by reference to Exhibit 10.25 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.23†	<u>Letter Agreement by and between the company and Bayer Pharma AG, dated as of September 18, 2014 (incorporated herein by reference to Exhibit 10.26 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.24†	<u>Clinical Trial Agreement by and between the company and Eastern Cooperative Oncology Group, dated as of March 14, 2014 (incorporated herein by reference to Exhibit 10.27 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.25†	<u>Amendment No. 1 to Clinical Trial Agreement by and between the company and ECOG-ACRIN Cancer Research Group, dated as of January 30, 2015 (incorporated herein by reference to Exhibit 10.28 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.26†	<u>Amendment No. 2 to Clinical Trial Agreement by and between the company and ECOG-ACRIN Cancer Research Group, dated as of July 31, 2015 (incorporated herein by reference to Exhibit 10.37 to the Company's Registration Statement on Form S-1/A (File No. 333-208861), as filed with the SEC on February 22, 2016).</u>
10.27†	<u>Amendment No. 3 to Clinical Trial Agreement by and between the Company and ECOG-ACRIN Cancer Research Group, dated as of April 20, 2016 (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on August 15, 2016).</u>
10.28†	<u>Amendment No. 4 to Clinical Trial Agreement by and between the Company and ECOG-ACRIN Cancer Research Group, dated as of April 20, 2016 (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on August 15, 2016).</u>
10.29†	<u>Amendment No. 5 to Clinical Trial Agreement by and between the Company and ECOG-ACRIN Cancer Research Group, dated as of April 20, 2016 (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on August 15, 2016).</u>
10.30†	<u>Amendment No. 6 to Clinical Trial Agreement by and between the Company and ECOG-ACRIN Cancer Research Group, dated as of April 25, 2016 (incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on August 15, 2016).</u>
10.31†	<u>Amendment No. 7 to Clinical Trial Agreement by and between the Company and ECOG-ACRIN Cancer Research Group, dated January 9, 2017 (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on May 9, 2017).</u>

Exhibit No.	Description
10.32†	<u>Amendment No. 8 to Clinical Trial Agreement by and between the Company and ECOG-ACRIN Cancer Research Group, dated January 18, 2017 (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on May 9, 2017).</u>
10.33†	<u>Amendment No. 9 to Clinical Trial Agreement by and between the Company and ECOG-ACRIN Cancer Research Group, dated November 22, 2017 (incorporated herein by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K (File No. 001-37708), as filed with the SEC on March 8, 2018).</u>
10.34†	<u>Amendment No. 10 to Clinical Trial Agreement by and between the Company and ECOG-ACRIN Cancer Research Group, dated October 15, 2018 (incorporated herein by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K (File No. 001-37708), as filed with the SEC on March 7, 2019).</u>
10.35†	<u>Clinical Trial Collaboration and Supply Agreement by and between the company and MSD International GmbH, dated as of March 27, 2015 (incorporated herein by reference to Exhibit 10.32 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.36†	<u>First Amendment to Clinical Trial Collaboration and Supply Agreement by and between the company and MSD International GmbH, dated as of August 13, 2015 (incorporated herein by reference to Exhibit 10.38 to the Company's Registration Statement on Form S-1/A (File No. 333-208861), as filed with the SEC on February 22, 2016).</u>
10.37†	<u>Amendment #1 to Clinical Trial Collaboration and Supply Agreement by and between the Company, Merck Sharp & Dohme B.V., and MSD International GmbH, dated as of April 26, 2017 (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on August 10, 2017).</u>
10.38†	<u>License, Development and Commercialization Agreement by and between the company and Kyowa Hakko Kirin Co., Ltd., dated December 19, 2014 (incorporated herein by reference to Exhibit 10.33 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.39†	<u>Side Letter by and between the company and Kyowa Hakko Kirin Co., Ltd., dated December 19, 2014 (incorporated herein by reference to Exhibit 10.34 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.40†	<u>Amendment #1 to License, Development and Commercialization Agreement by and between the company and Kyowa Hakko Kirin Co., Ltd., dated September 18, 2015 (incorporated herein by reference to Exhibit 10.39 to the Company's Registration Statement on Form S-1/A (File No. 333-208861), as filed with the SEC on February 22, 2016).</u>
10.41†	<u>Amendment #2 to License, Development and Commercialization Agreement by and between the company and Kyowa Hakko Kirin Co., Ltd., dated January 16, 2017 (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on May 9, 2017).</u>
10.42†	<u>Combination Study Collaboration Agreement by and between the company and Genentech, Inc. dated August 24, 2015 (incorporated herein by reference to Exhibit 10.35 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.43†	<u>Clinical Trial Collaboration and Supply Agreement by and between the company, Pfizer Inc. and Ares Trading S.A., dated as of December 31, 2015 (incorporated herein by reference to Exhibit 10.36 to the Company's Registration Statement on Form S-1/A (File No. 333-208861), as filed with the SEC on January 11, 2016).</u>

Exhibit No.	Description
10.44†	<u>License Agreement by and between the Company and UCB Biopharma Sprl, dated as of July 1, 2016 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-37708), as filed with the SEC on October 7, 2016).</u>
10.45†	<u>Side Agreement by and between the Company and UCB Biopharma Sprl, dated March 8, 2017 (incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q (File No. 001-37708), as filed with the SEC on May 9, 2017).</u>
10.46	<u>Third Amended and Restated Investors' Rights Agreement by and among the company and the parties thereto, dated as of August 21, 2015 (incorporated herein by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
10.47†	<u>License Agreement by and between the Company and Vitae Pharmaceuticals, Inc., dated as of October 13, 2017 (incorporated herein by reference to Exhibit 10.47 to the Company's Annual Report on Form 10-K (File No. 001-37708), as filed with the SEC on March 8, 2018).</u>
10.48	<u>Purchase Agreement by and among the Company, Biotechnology Value Fund, L.P. and certain entities affiliated with BVF, dated as of October 17, 2017 (incorporated herein by reference to Exhibit 10.1 to the Company's Periodic Report on Form 8-K (File No. 001-37708), as filed with the SEC on October 20, 2017).</u>
10.49	<u>Exchange Agreement by and between the Company and Biotechnology Value Fund, L.P., Biotechnology Value Fund II, L.P. and Biotechnology Value Trading Fund OS, L.P., dated June 18, 2018 (incorporated herein by reference to Exhibit 10.1 to the Company's Periodic Report on Form 8-K (File No. 001-37708), as filed with the SEC on June 20, 2018).</u>
21.1	<u>Subsidiaries of the Registrant (incorporated herein by reference to Exhibit 21.1 to the Company's Registration Statement on Form S-1 (File No. 333-208861), as filed with the SEC on January 4, 2016).</u>
23.1**	<u>Consent of Independent Registered Public Accounting Firm (incorporated by reference to Exhibit 23.1 to the Company's Annual Report for the Period ended December 31, 2018 (File No. 001-37708), filed on March 7, 2019).</u>
24.1	<u>Power of Attorney (incorporated on the signature page of the Original Filing).</u>
31.1	<u>Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</u>
31.2	<u>Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</u>
32.1+**	<u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14(b) or 15d-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.1 to the Company's Annual Report for the Period ended December 31, 2018 (File No. 001-37708), filed on March 7, 2019).</u>
101.INS**	<u>XBRL Instance Document (incorporated by reference to Exhibit 101.INS to the Company's Annual Report for the Period ended December 31, 2018 (File No. 001-37708), filed on March 7, 2019).</u>
101.SCH**	<u>XBRL Taxonomy Extension Schema Document (incorporated by reference to Exhibit 101.SCH to the Company's Annual Report for the Period ended December 31, 2018 (File No. 001-37708), filed on March 7, 2019).</u>
101.CAL**	<u>XBRL Taxonomy Extension Calculation Linkbase Document (incorporated by reference to Exhibit 101.CAL to the Company's Annual Report for the Period ended December 31, 2018 (File No. 001-37708), filed on March 7, 2019).</u>

Exhibit No.	Description
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document (<u>incorporated by reference to Exhibit 101.DEF to the Company's Annual Report for the Period ended December 31, 2018 (File No. 001-37708), filed on March 7, 2019.</u>)
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document (<u>incorporated by reference to Exhibit 101.LAB to the Company's Annual Report for the Period ended December 31, 2018 (File No. 001-37708), filed on March 7, 2019.</u>)
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document (<u>incorporated by reference to Exhibit 101.PRE to the Company's Annual Report for the Period ended December 31, 2018 (File No. 001-37708), filed on March 7, 2019.</u>)

* Indicates a management contract or compensatory plan.

** Previously filed or furnished with the registrant's Annual Report for the Period ended December 31, 2018 (File No. 001-37708), filed on March 7, 2019.

+ Furnished herewith and not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

† Confidential treatment has been granted for certain portions of this exhibit. These portions have been omitted and filed separately with the SEC.

SIGNATURES

Pursuant to the requirements of Section 13 of 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to the registrant's Annual Report on Form 10-k/A to be signed on its behalf by the undersigned, thereunto duly authorized.

SYNDAX PHARMACEUTICALS, INC.

Date: March 18, 2019

By: /s/ Briggs W. Morrison, M.D.

Briggs W. Morrison, M.D.

Chief Executive Officer

CERTIFICATIONS

I, Briggs W. Morrison, M.D., certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of Syndax Pharmaceuticals, Inc.; and;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 18, 2019

By: /s/ Briggs W. Morrison, M.D.
Briggs W. Morrison, M.D.
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Richard P. Shea, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of Syndax Pharmaceuticals, Inc.; and;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: March 18, 2019

By: /s/ Richard P. Shea

Richard P. Shea

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)