

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Syndax Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**32-0162505**

(IRS employer identification number)

730 Third Avenue  
9th Floor  
New York, New York 10017  
(781) 419-1400  
(Address of principal executive offices)

2015 Omnibus Incentive Plan  
2015 Employee Stock Purchase Plan  
2023 Inducement Plan  
(Full titles of the plans)

Michael A. Metzger  
Chief Executive Officer  
Syndax Pharmaceuticals, Inc.  
730 Third Avenue  
9th Floor  
New York, New York 10017  
(781) 419-1400  
(Name, address and telephone number of agent for service)

Laura A. Berezin  
Jaime L. Chase  
Cooley LLP  
3175 Hanover Street  
Palo Alto, CA 94304  
(650) 843-5000

Luke J. Albrecht  
General Counsel & Secretary  
Syndax Pharmaceuticals, Inc.  
730 Third Avenue  
9th Floor  
New York, New York 10017  
(781) 419-1400

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   
Non-accelerated filer   
Emerging growth company

Accelerated filer   
Smaller reporting 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 financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## Explanatory Note

This Registration Statement on Form S-8 (“*Registration Statement*”) is being filed for the purpose of (i) registering 3,427,778 shares of common stock, par value \$0.0001 per share (the “*Common Stock*”), reserved and available for issuance under the Registrant’s 2015 Omnibus Incentive Plan (the “*2015 Plan*”), (ii) registering the offer and sale of an additional 250,000 shares of the Registrant’s Common Stock, to be issued under the Registrant’s 2015 Employee Stock Purchase Plan (the “*ESPP*”), and (iii) registering 1,700,000 shares of Common Stock, reserved and available for issuance under the Registrant’s 2023 Inducement Plan (the “*Inducement Plan*”).

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by References

The Registrant previously registered shares of its Common Stock for issuance under the 2015 Plan and the ESPP under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on [March 25, 2016](#) (File No. 333-210412), [August 25, 2017](#) (File No. 333-220172), [August 8, 2018](#) (File No. 333-226678), [August 7, 2019](#) (File No. 333-233083), [August 6, 2020](#) (File No. 333-241654), [August 9, 2021](#) (File No. 333-258628), [March 1, 2022](#) (File No. 333-263185), [February 28, 2023](#) (File No. 333-270093) and [February 27, 2024](#) (File No. 333-277423). Additionally the Registrant previously registered shares of its Common Stock for issuance under the Inducement Plan under the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on [February 27, 2024](#) (File No. 333-277423). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

#### Item 8. Exhibits

The exhibits to this Registration Statement are listed below and incorporated by reference herein.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<a href="#">Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K, SEC File No. 001-37708, filed with the SEC on March 8, 2016).</a>
4.2	<a href="#">Certificate of Amendment to the 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 May 18, 2023).</a>
4.3	<a href="#">Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K, SEC File No. 001-37708, filed with the SEC on March 8, 2016).</a>
5.1	<a href="#">Opinion of Cooley LLP.</a>
23.1	<a href="#">Consent of Independent Registered Accounting Firm.</a>
23.2	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (included on the signature page to this Registration Statement).</a>
99.1	<a href="#">2015 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 4.13 to the Company’s Registration Statement on Form S-8, SEC File No. 333-210412, as filed with the SEC on March 25, 2016).</a>
99.2	<a href="#">2015 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 4.16 to the Company’s Registration Statement on Form S-8, SEC File No. 333-210412, as filed with the SEC on March 25, 2016).</a>

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99.3	<a href="#"><u>Syndax Pharmaceuticals, Inc. 2023 Inducement Plan, as amended (incorporated herein by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K, SEC File No. 001-37708, as filed with the SEC on March 3, 2025).</u></a>
107	<a href="#"><u>Calculation of Filing Fee Table.</u></a>

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York, on March 4, 2025.

**SYNDAX PHARMACEUTICALS, INC.**

By: /s/ Michael A. Metzger  
Michael A. Metzger  
Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Michael A. Metzger and Luke J. Albrecht, and each of them, his true and lawful attorney-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael A. Metzger</u> Michael A. Metzger	Chief Executive Officer and Director (Principal Executive Officer)	March 4, 2025
<u>/s/ Keith A. Goldan</u> Keith A. Goldan	Chief Financial Officer (Principal Financial Officer)	March 4, 2025
<u>/s/ Dennis G. Podlesak</u> Dennis G. Podlesak	Chairman of the Board of Directors	March 4, 2025
<u>/s/ Martin H. Huber, M.D.</u> Martin H. Huber, M.D.	Director	March 4, 2025
<u>/s/ Jennifer Jarrett</u> Jennifer Jarrett	Director	March 4, 2025
<u>/s/ Keith A. Katkin</u> Keith A. Katkin	Director	March 4, 2025
<u>/s/ Pierre Legault</u> Pierre Legault	Director	March 4, 2025
<u>/s/ William Meury</u> William Meury	Director	March 4, 2025

**Signature**

/s/ Aleksandra Rizo, M.D., Ph.D.  
Aleksandra Rizo, M.D., Ph.D.

**Title**

Director

**Date**

March 4, 2025

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March 4, 2025

**Syndax Pharmaceuticals, Inc.**

730 Third Avenue  
9th Floor  
New York, New York 10017

Ladies and Gentlemen:

We have acted as counsel to Syndax Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 5,377,778 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (i) 3,427,778 shares of Common Stock issuable pursuant to the Company's 2015 Omnibus Incentive Plan (the "**2015 Plan**"), (ii) 250,000 shares of Common Stock issuable pursuant to the Company's 2015 Employee Stock Purchase Plan (the "**ESPP**") and (iii) 1,700,000 shares of Common Stock issuable pursuant to the Company's 2023 Inducement Plan (together with the 2015 Plan and the ESPP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans, and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

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Syndax Pharmaceuticals, Inc.  
March 4, 2025  
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We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

COOLEY LLP

By: /s/ Jaime L. Chase  
Jaime L. Chase

Cooley LLP 1299 Pennsylvania Avenue, NW Washington, DC 20004-2400  
t: (202) 842 7800 f: (202) 842 7899 cooley.com

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 4, 2025, relating to the financial statements of Syndax Pharmaceuticals, Inc. and subsidiaries and the effectiveness of Syndax Pharmaceuticals, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of Syndax Pharmaceuticals, Inc. for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

March 4, 2025

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## Calculation of Filing Fee Tables

### Form S-8 (Form Type)

**Syndax Pharmaceuticals, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity (1)	<b>2015 Omnibus Incentive Plan</b> (Common Stock, \$0.0001 par value per share)	Rule 457(c) and 457(h)	3,427,778	\$15.36	\$52,650,670.08	\$153.10 per \$1,000,000	\$8,060.82
Equity (2)	<b>2015 Employee Stock Purchase Plan</b> (Common Stock, \$0.0001 par value per share)	Rule 457(c) and 457(h)	250,000	\$13.06	\$3,265,000.00	\$153.10 per \$1,000,000	\$499.88
Equity (3)	<b>2023 Inducement Plan</b> (Common Stock, \$0.0001 par value per share)	Rule 457(c) and 457(h)	1,700,000	\$15.36	\$26,112,000.00	\$153.10 per \$1,000,000	\$3,997.75
<b>Total Offering Amounts</b>					<b>\$82,027,670.08</b>		<b>\$12,558.45</b>
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							<b>\$12,558.45</b>

- (1) In addition to the number of shares of the common stock of Syndax Pharmaceuticals, Inc. (the “**Registrant**”) stated above, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement on Form S-8 (“**Registration Statement**”) shall also cover an indeterminate number of shares of common stock that may become issuable under the Syndax Pharmaceuticals, Inc. 2015 Omnibus Incentive Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of common stock of the Registrant. The “Proposed Maximum Offering Price Per Unit” and “Maximum Aggregate Offering Price” are estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act based on a per share price of \$15.36, the average of the high (\$15.74) and low (\$14.97) price of the common stock on February 28, 2025, as reported on The Nasdaq Global Select Market.
- (2) In addition to the number of shares of the common stock of the Registrant stated above, pursuant to Rule 416 under the Securities Act, this Registration Statement shall also cover an indeterminate number of shares of common stock that may become issuable under the Syndax Pharmaceuticals, Inc. 2015 Employee Stock Purchase Plan (the “**ESPP**”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of common stock of the Registrant. The “Proposed Maximum Offering Price Per Unit” and “Maximum Aggregate Offering Price” are estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act based on a per share price of \$13.06, the average of the high (\$15.74) and low (\$14.97) price of the common stock on February 28, 2025, as reported on The Nasdaq Global Select Market, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the ESPP.
- (3) In addition to the number of shares of the common stock of the Registrant stated above, pursuant to Rule 416 under the Securities Act, this Registration Statement shall also cover an indeterminate number of shares of common stock that may become issuable under the Syndax Pharmaceuticals, Inc. 2023 Inducement Plan (the “**Inducement Plan**”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of common stock of the Registrant. The “Amount Registered” represents shares of the Registrant’s common stock reserved for issuance under the Inducement Plan. The “Proposed Maximum Offering Price Per Unit” and “Maximum Aggregate Offering Price” are estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act based on a per share price

of \$15.36, the average of the high (\$15.74) and low (\$14.97) price of the common stock on February 28, 2025, as reported on The Nasdaq Global Select Market.

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