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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
May 23, 2017

SYNDAX PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-37708**	**32-0162505**
(state or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

35 Gatehouse Drive, Building D, Floor 3 **Waltham, Massachusetts**	**02451**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: **(781) 419-1400**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

❑ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

❑ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

❑ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

❑ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 8.01 Other Events.

On May 23, 2017, Syndax Pharmaceuticals, Inc. (the "Company") announced that it had commenced a public offering of $50,000,000 of its common stock, par value $0.0001 per share, in an underwritten public offering (the "Offering"). A copy of the press release is attached as Exhibit 99.1 hereto, the terms of which are incorporated herein by reference.

In the prospectus supplement used in connection with the Offering and filed with the Securities and Exchange Commission ("SEC"), the Company provided the following disclosures as to recent clinical developments:

- In May 2017, the Company announced that the ENCORE 601 non-small cell lung cancer ("NSCLC") cohort enrolling patients with disease progression on or after PD-1 therapy has met the prespecified objective response threshold to advance into the second stage of the Phase 2 trial. The cohort of NSCLC patients with disease progression on or after PD-1 therapy will now re-open and enroll a total of 56 patients, and the Company expects to present initial results from this cohort in the fourth quarter of 2017. Completion of enrollment is anticipated in the first half of 2018. Later this quarter, the Company anticipates being able to determine whether to expand the cohort of NSCLC patients naïve to PD-1 or PD-L1 therapy.
- Also, in May 2017, the Company announced results from the melanoma cohort of the ongoing Phase 2 ENCORE 601 trial of entinostat in combination with KEYTRUDA® (pembrolizumab), Merck's anti-PD-1 (programmed death receptor-1) therapy. The Company reported that the first cohort of 13 melanoma patients who had progressed on or after prior immune checkpoint inhibitor therapy in ENCORE 601 met the pre-specified objective response criteria to advance into the second stage of the trial, defined as a minimum of two patients demonstrating a confirmed or unconfirmed objective response. Data from the first cohort of patients indicate that four patients achieved an objective response by irRECIST criteria (three patients had a confirmed response; one patient had an unconfirmed response; 31% ORR, 95% CI: 9—61%). Of the four responders, two patients had stable disease and two patients had progressive disease as best response to their prior anti-PD-1 therapy prior to progressing, with a median duration on prior anti-PD-1 therapy of 4.9 months (range 2.7-12.5). Three patients remain on treatment, without progression, as of the data cutoff, one with a partial response, and two with stable disease.
- During the fourth quarter of 2017, the Company expects to present correlative data from the biomarker assessments of melanoma patients enrolled in Stage 1 of the Phase 2 ENCORE 601 trial. The Company also expects to present results from Stage 2 of the Phase 2 melanoma and NSCLC cohorts of ENCORE 601 and from Stage 1 of the Phase 2 colorectal cohort of ENCORE 601 during the first half of 2018.
- The Company anticipates presenting efficacy and safety data from the Phase 2 portion of the ENCORE 602 clinical trial during the second half of 2018.

This Current Report shall not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of the Shares 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 will be a part of the Company's registration statement previously declared effective by the SEC.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated May 23, 2017.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to Syndax's expectations regarding the completion, timing and size of the proposed public offering. These statements are subject to significant risks and uncertainties and actual results could differ materially from those projected. Syndax cautions investors not to place undue reliance on the forward-looking statements contained in this release. These risks and uncertainties include, without limitation, risks and uncertainties related to market conditions and the 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. Risks and uncertainties relating to Syndax and its business can be found 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 undertakes no duty or obligation to update any forward-looking statements contained in this report as a result of new information, future events or changes in Syndax's expectations.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SYNDAX PHARMACEUTICALS, INC.

By: /s/ Luke J. Albrecht
Luke J. Albrecht
Vice President, General Counsel and Secretary

Dated: May 23, 2017

EXHIBIT INDEX

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99.1	Press Release, dated May 23, 2017.

SYNDAX ANNOUNCES PROPOSED PUBLIC OFFERING OF COMMON STOCK

WALTHAM, Mass., May 23, 2017 (GLOBE NEWSWIRE) – Syndax Pharmaceuticals, Inc. (Nasdaq:SNDX) announced today that it plans to offer and sell, subject to market and other conditions, $50 million of its common stock in an underwritten public offering. There can be no assurance as to whether or when the offering may be completed, or the actual size or terms of the offering. Syndax also expects to grant the underwriters a 30-day option to purchase up to an additional 15% of the number of shares sold in the public offering. All of the shares in the proposed offering are to be sold by Syndax.

Morgan Stanley, Citigroup Global Markets Inc. and Cowen are acting as joint book-running managers 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 and accompanying prospectus relating to the offering may be obtained from: Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, from Citigroup Global Markets Inc., c/o Broadridge Financial Services, 1155 Long Island Avenue, Edgewood, NY 11717, or by email at prospectus@citi.com or by phone at (800) 831-9146, or from Cowen and Company, LLC, c/o Broadridge Financial Services, Attention: Prospectus Department, 1155 Long Island Avenue, Edgewood, NY 11717, or by phone (631) 274-2806 or by fax (631) 254-7140.

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 is a clinical stage biopharmaceutical company developing an innovative pipeline of cancer therapies. Syndax's lead product candidate, entinostat, is currently being evaluated in combination with exemestane for advanced hormone receptor positive,

human epidermal growth factor receptor 2 negative breast cancer or as a combination treatment with approved PD-1 antagonists for a variety of tumors, including non-small cell lung cancer, colorectal cancer, melanoma, triple-negative breast cancer and ovarian cancer. The company's second product candidate, SNDX-6352, is a monoclonal antibody that blocks the CSF-1 receptor and may also block the function of immune suppressive cells in the tumor microenvironment.

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, including statements relating to Syndax's expectations regarding the completion, timing and size of the proposed public offering. These statements are subject to significant risks and uncertainties and actual results could differ materially from those projected. Syndax cautions investors not to place undue reliance on the forward-looking statements contained in this release. 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. Risks and uncertainties relating to Syndax and its business can be found 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 undertakes no duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events or changes in Syndax's expectations.

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