

**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 11, 2022**

**SYNDAX PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(state or other jurisdiction  
of incorporation)

**001-37708**  
(Commission  
File Number)

**32-0162505**  
(I.R.S. Employer  
Identification No.)

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

**02451**  
(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))

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	SNDX	The Nasdaq Stock Market, LLC

Indicate by check mark whether the registrant is an emerging growth company 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 5.07. Submission of Matters to a Vote of Security Holders.**

Syndax Pharmaceuticals, Inc. (the “**Company**”) held its annual meeting of stockholders (the “**Annual Meeting**”) on May 11, 2022. The results for each of the proposals submitted to a vote of the Company’s stockholders at the Annual Meeting are set forth below. The proposals set forth below are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 29, 2022 (the “**Proxy Statement**”).

*Proposal 1:* The Company’s stockholders elected all of the nominees for director to serve a three-year term until the Company’s 2025 Annual Meeting, or until their respective successors are duly elected and qualified, by the votes set forth in the table below:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Keith A. Katkin	27,678,960	16,421,107	5,108,503
Briggs W. Morrison, M.D.	25,378,018	18,722,049	5,108,503
Dennis G. Podlesak	23,356,637	20,743,430	5,108,503

*Proposal 2:* The Company’s stockholders approved, on an advisory basis, the compensation paid to the Company’s named executive officers, as disclosed in the Proxy Statement, by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
43,865,366	226,947	7,754	5,108,503

*Proposal 3:* The Company’s stockholders recommended, on an advisory basis, a frequency of “one year” for the advisory vote to approve the compensation paid to the Company’s named executive officers by the votes set forth in the table below:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
43,352,824	4,886	685,702	56,655	5,108,503

After taking into consideration the foregoing voting results and the Board’s prior recommendation in favor of an annual advisory stockholder vote on the compensation of the Company’s named executive officers (“**Say-on-Pay**”), the Company’s Board of Directors determined that the Company will hold future advisory Say-on-Pay Votes on an annual basis. The Company will continue to hold Say-on-Pay Votes on an annual basis until the occurrence of the next stockholder advisory vote on the frequency of Say-on-Pay Votes, which will occur no later than the Company’s 2028 annual meeting of stockholders.

*Proposal 4:* The Company’s stockholders ratified the selection of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2022 by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
49,190,850	16,961	759

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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/ Michael A. Metzger  
Michael A. Metzger  
Chief Executive Officer

Dated: May 11, 2022