
**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)

**35 Gatehouse Drive
Building D, Floor 3
Waltham, Massachusetts 02451
(781) 419-1400**
(Address of principal executive offices)

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

Michael A. Metzger
Chief Executive Officer
Syndax Pharmaceuticals, Inc.
35 Gatehouse Drive
Building D, Floor 3
Waltham, Massachusetts 02451
(781) 419-1400
(Name, address and telephone number of agent for service)

**Laura A. Berezin
Jaime L. Chase
Cooley LLP
1700 Seventh Avenue, Suite 1900
Seattle, Washington 98101
(206) 452-8700**

Luke J. Albrecht
General Counsel & Secretary
Syndax Pharmaceuticals, Inc.
Building D, Floor 3
35 Gatehouse Drive
Waltham, Massachusetts 02451
(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 | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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.

Explanatory Note

This Registration Statement on Form S-8 (“Registration Statement”) is being filed for the purpose of registering (i) 3,393,065 shares of the Registrant’s common stock, par value \$0.0001 per share (“Common Stock”), reserved and available for issuance under the Registrant’s 2015 Omnibus Incentive Plan, (ii) 250,000 shares of the Registrant’s Common Stock, reserved and available for issuance under the Registrant’s 2015 Employee Stock Purchase Plan, (iii) 1,075,750 shares of the Registrant’s Common Stock, reserved and available for issuance under the Registrant’s 2023 Inducement Plan (the “Inducement Plan”), and (iv) 24,250 shares of common stock issuable upon the exercise of outstanding options granted to new employees as inducement awards in connection with the commencement of employment pursuant to Nasdaq Listing Rule 5635(c)(4) pursuant to 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) and [February 28, 2023](#) (File No. 333-270093). 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.

| Exhibit Number | Exhibit Description |
|----------------|---|
| 4.1 | 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). |
| 4.2 | 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). |
| 4.3 | 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). |
| 5.1 | Opinion of Cooley LLP. |
| 23.1 | Consent of Independent Registered Accounting Firm. |
| 23.2 | Consent of Cooley LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included on the signature page to this Registration Statement). |
| 99.1 | 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). |
| 99.2 | Form of Incentive Stock Option Agreement under 2015 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.13 to the Registrant’s Registration Statement on Form S-1, SEC File No. 333-208861, filed with the SEC on January 4, 2016). |

- 99.3 [Form of Non-Qualified Option Agreement under 2015 Omnibus Incentive Plan \(incorporated herein by reference to Exhibit 10.14 to the Registrant's Registration Statement on Form S-1, SEC File No. 333-208861, filed with the SEC on January 4, 2016\).](#)
- 99.4 [Form of Stock Unit Agreement under 2015 Omnibus Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, SEC File No. 001-37708, as filed with the SEC on August 6, 2020\).](#)
- 99.5 [Form of Deferred Settlement Stock Unit Agreement under 2015 Omnibus Incentive Plan \(incorporated herein by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K, SEC File No. 001-37708, filed with the SEC on March 12, 2021\).](#)
- 99.6 [2015 Employee Stock Purchase Plan \(incorporated herein by reference to Exhibit 4.16 to the Company's Registration Statement on Form S-8, SEC File No. 333-210412, as filed with the SEC on March 25, 2016\).](#)
- 99.7 [Syndax Pharmaceuticals, Inc. 2023 Inducement Plan \(incorporated herein by reference to Exhibit 10.16 to the Company's Annual Report on Form 10-K, SEC File No. 001-37708, as filed with the SEC on February 27, 2024\).](#)
- 99.8 [Form of Option Agreement pursuant to the Syndax Pharmaceuticals, Inc. 2023 Inducement Plan \(incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, SEC File No. 001-37708, as filed with the SEC on February 8, 2023\).](#)
- 107 [Calculation of Filing Fee Table.](#)

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 Waltham, Commonwealth of Massachusetts, on February 27, 2024.

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) | February 27, 2024 |
| <u>/s/ Keith A. Goldan</u> Keith A. Goldan | Chief Financial Officer (Principal Financial and Accounting Officer) | February 27, 2024 |
| <u>/s/ Dennis G. Podlesak</u> Dennis G. Podlesak | Chairman of the Board of Directors | February 27, 2024 |
| <u>/s/ Martin H. Huber, M.D.</u> Martin H. Huber, M.D. | Director | February 27, 2024 |
| <u>/s/ Jennifer Jarrett</u> Jennifer Jarrett | Director | February 27, 2024 |
| <u>/s/ Keith A. Katkin</u> Keith A. Katkin | Director | February 27, 2024 |
| <u>/s/ Pierre Legault</u> Pierre Legault | Director | February 27, 2024 |
| <u>/s/ William Meury</u> William Meury | Director | February 27, 2024 |
| <u>/s/ Briggs W. Morrison, M.D.</u> Briggs W. Morrison, M.D. | Director | February 27, 2024 |



February 27, 2024

Syndax Pharmaceuticals, Inc.

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

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 4,743,065 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (i) 3,393,065 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) 1,100,000 shares of Common Stock issuable pursuant to the Company's 2023 Inducement Plan (together with the 2015 Plan, the ESPP and the Inducement Plan, 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.



Syndax Pharmaceuticals, Inc.
February 27, 2024
Page Two

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

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 February 27, 2024, 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, 2023.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
February 27, 2024

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 ⁽¹⁾ | Proposed Maximum Offering Price Per Unit ⁽⁶⁾ | Maximum Aggregate Offering Price ⁽⁶⁾ | Fee Rate | Amount of Registration Fee |
|-------------------------------|---|------------------------|----------------------------------|---|---|--------------------------|----------------------------|
| Equity | 2015 Omnibus Incentive Plan (Common Stock, \$0.0001 par value per share) | Rule 457(c) and 457(h) | 3,393,065 ⁽²⁾ | \$22.39 ⁽⁶⁾ | \$75,970,725.35 ⁽⁶⁾ | \$147.60 per \$1,000,000 | \$11,213.28 |
| Equity | 2015 Employee Stock Purchase Plan (Common Stock, \$0.0001 par value per share) | Rule 457(c) and 457(h) | 250,000 ⁽³⁾ | \$19.04 ⁽⁷⁾ | \$4,760,000.00 ⁽⁷⁾ | \$147.60 per \$1,000,000 | \$702.58 |
| Equity | 2023 Inducement Plan (Common Stock, \$0.0001 par value per share) | Rule 457(c) and 457(h) | 1,075,750 ⁽⁴⁾ | \$22.49 ⁽⁶⁾ | \$24,086,042.50 ⁽⁶⁾ | \$147.60 per \$1,000,000 | \$3,555.10 |
| Equity | 2023 Inducement Plan (options) (Common Stock, \$0.0001 par value per share) | Rule 457(h) | 24,250 ⁽⁵⁾ | \$21.24 ⁽⁸⁾ | \$515,070.00 ⁽⁸⁾ | \$147.60 per \$1,000,000 | \$76.03 |
| Total Offering Amounts | | | | | \$105,331,837.85 | | \$15,546.99 |
| Total Fee Offsets | | | | | | | — |
| Net Fee Due | | | | | | | \$15,546.99 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of common stock that become issuable under the above-named plans 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 Syndax Pharmaceuticals, Inc.’s (the “*Registrant*”).
- (2) Represents additional shares of the Registrant’s common stock reserved for future grant under the Syndax Pharmaceuticals, Inc. 2015 Omnibus Incentive Plan (the “*2015 Plan*”) as a result of the automatic increase in shares reserved thereunder on January 1, 2024 pursuant to the terms of the 2015 Plan. The 2015 Plan provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2015 Plan on January 1, from 2017 until the expiration of the 2015 Plan. The number of shares added each year will be equal to the lesser of: (a) 4% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding calendar year; and (b) the number of shares of the Registrant’s common stock designated by action of the Registrant’s board of directors prior to the first day of any calendar year.
- (3) Represents additional shares of the Registrant’s common stock reserved for issuance under the Syndax Pharmaceuticals, Inc. 2015 Employee Stock Purchase Plan (the “*ESPP*”) as a result of the automatic increase in shares reserved thereunder on January 1, 2024 pursuant to the terms of the ESPP. The ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the ESPP on January 1, from 2017 until the expiration of the ESPP. The number of shares added each year will be equal to the lesser of: (a) 1% of the total number of shares of the Registrant’s common stock outstanding on December 31 of the preceding calendar year; (b) 250,000 shares of the Registrant’s common stock; and (c) a number of shares of the Registrant’s common stock designated by action of the Registrant’s board of directors prior to the first day of any calendar year.
- (4) Represents shares of the Registrant’s common stock reserved for issuance under the Syndax Pharmaceuticals, Inc. 2023 Inducement Plan (the “*Inducement Plan*”).
- (5) Represents shares of the Registrant’s common stock issuable upon the exercise of stock options granted on February 1, 2024 to new employees as inducement awards in connection with the commencement of employment pursuant to Nasdaq Listing Rule 5635(c)(4) (the “*Inducement Awards*”) under the Inducement Plan.

- (6) Estimated pursuant to Rule 457(c) and (h) of the Securities Act based on a per share price of \$22.39, the average of the high (\$22.89) and low (\$21.89) price of the Common Stock on February 21, 2024, as reported on The Nasdaq Global Select Market, which date is within five business days prior to the filing of this Registration Statement.
- (7) Estimated pursuant to Rule 457(c) and (h) of the Securities Act based on a per share price of \$19.04, the average of the high (\$22.89) and low (\$21.89) price of the Common Stock on February 21, 2024, as reported on The Nasdaq Global Select Market, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the ESPP.
- (8) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the price at which the Inducement Awards may be exercised.