
**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
3175 Hanover Street
Palo Alto, CA 94304
(650) 843-5000**

**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
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.

Explanatory Note

This Registration Statement on Form S-8 (“**Registration Statement**”) is being filed for the purpose of (i) registering 2,724,455 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**”), (iii) registering 1,900,000 shares of Common Stock, reserved and available for issuance under the Registrant’s 2023 Inducement Plan (the “**Inducement Plan**”), and (iv) registering 630,000 shares of Common Stock, to be issued upon the exercise of stock options granted to new employees as inducement awards in connection with the commencement of employment pursuant to Nasdaq Listing Rule 5635(c) (4) (the “**Inducement Awards**”). The Inducement Awards were approved by the Registrant’s Compensation Committee of the Board of Directors in compliance with and in reliance on Nasdaq Listing Rule 5635(c)(4). The Inducement Awards were granted outside of the 2015 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) and [March 1, 2022](#) (File No. 333-263185). 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	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	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 \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, SEC File No. 001-37708, as filed with the SEC on February 8, 2023\).](#)
- 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.](#)
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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 Waltham, Commonwealth of Massachusetts, on February 28, 2023.

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 28, 2023
<u>/s/ Keith A. Goldan</u> Keith A. Goldan	Chief Financial Officer (Principal Financial Officer)	February 28, 2023
<u>/s/ Dennis G. Podlesak</u> Dennis G. Podlesak	Chairman of the Board of Directors	February 28, 2023
<u>/s/ Martin H. Huber, M.D.</u> Martin H. Huber, M.D.	Director	February 28, 2023
<u>/s/ Jennifer Jarrett</u> Jennifer Jarrett	Director	February 28, 2023
<u>/s/ Keith A. Katkin</u> Keith A. Katkin	Director	February 28, 2023
<u>/s/ Pierre Legault</u> Pierre Legault	Director	February 28, 2023
<u>/s/ William Meury</u> William Meury	Director	February 28, 2023

Signature

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

Briggs W. Morrison, M.D.

Title

President Head of Research & Development, Director

Date

February 28, 2023

February 28, 2023

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**"), and you have requested our opinion in connection with the filing 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 5,504,455 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share ("**Common Stock**"), consisting of (i) 2,724,455 shares of Common Stock issuable pursuant to the Company's 2015 Omnibus Incentive Plan, (ii) 250,000 shares of Common Stock issuable pursuant to the Company's 2015 Employee Stock Purchase Plan, (iii) 1,900,000 shares of Common Stock issuable pursuant to the Company's 2023 Inducement Plan and (iv) 630,000 shares of Common Stock issuable under new hire inducement stock option awards granted by the Company, pursuant to the terms of a stock option grant notice and nonstatutory stock option agreement (together with the Company's 2015 Omnibus Incentive Plan, the Company's 2015 Employee Stock Purchase Plan and the 2023 Inducement Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and 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, certificates, memoranda and other 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 execution and delivery of all documents by all persons other than the Company where due execution and delivery are a 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 related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

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/ Laura A. Berezin
Laura A. Berezin

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 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 28, 2023, 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, 2022.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
February 28, 2023

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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 ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	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)	2,724,455 ⁽²⁾	\$24.38 ⁽⁶⁾	\$66,422,212.90 ⁽⁶⁾	\$110.20 per \$1,000,000	\$7,319.73	
Equity	2015 Employee Stock Purchase Plan (Common Stock, \$0.0001 par value per share)	Rule 457(c) and 457(h)	250,000 ⁽³⁾	\$20.72 ⁽⁷⁾	\$5,180,000 ⁽⁷⁾	\$110.20 per \$1,000,000	\$570.84	
Equity	2023 Inducement Plan (Common Stock, \$0.0001 par value per share)	Rule 457(c) and 457(h)	1,900,000 ⁽⁴⁾	\$24.38 ⁽⁶⁾	\$46,322,000 ⁽⁶⁾	\$110.20 per \$1,000,000	\$5,104.68	
Equity	Inducement Stock Option Grant (Common Stock, \$0.0001 par value per share)	Rule 457(h)	180,000 ⁽⁵⁾	\$16.06 ⁽⁸⁾	\$2,890,800 ⁽⁸⁾	\$110.20 per \$1,000,000	\$318.57	
Equity	Inducement Stock Option Grant (Common Stock, \$0.0001 par value per share)	Rule 457(h)	230,000 ⁽⁵⁾	\$15.60 ⁽⁸⁾	\$3,588,000 ⁽⁸⁾	\$110.20 per \$1,000,000	\$395.40	
Equity	Inducement Stock Option Grant (Common Stock, \$0.0001 par value per share)	Rule 457(h)	220,000 ⁽⁵⁾	\$25.44 ⁽⁸⁾	\$5,596,800 ⁽⁸⁾	\$110.20 per \$1,000,000	\$616.77	
Total Offering Amounts						\$129,999,812.90		\$14,325.99
Total Fee Offsets								—
Net Fee Due								\$14,325.99

- (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, 2023 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, 2023 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.
 - (5) Represents shares of the Registrant’s common stock issuable upon the exercise of stock options granted at various dates from March 2022 to December 2022 to new employees as inducement awards in connection with the commencement of employment pursuant to Nasdaq Listing Rule 5635(c)(4) (the “**Inducement Grants**”).
 - (6) Estimated pursuant to Rule 457(c) and (h) of the Securities Act based on a per share price of \$24.38, the average of the high (\$24.89) and low (\$23.87) price of the Common Stock on February 24, 2023, 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 \$20.72, the average of the high (\$24.89) and low (\$23.87) price of the Common Stock on February 24, 2023, 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 Grants may be exercised.
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