

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Podlesak Dennis</u>  (Last) (First) (Middle) C/O SYNDAX PHARMACEUTICALS, INC. 35 GATEHOUSE DRIVE, BUILDING D, FLOOR 3  (Street) WALTHAM MA 02451  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Syndax Pharmaceuticals Inc [ SNDX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/15/2022		M		66,840	A	\$6.32	142,603	D	
Common Stock	09/15/2022		s <sup>(1)</sup>		66,840	D	\$24.1978 <sup>(2)</sup>	75,763	D	
Common Stock	09/16/2022		M		5,419	A	\$6.32	81,182	D	
Common Stock	09/16/2022		s <sup>(1)</sup>		5,419	D	\$23.4327 <sup>(3)</sup>	75,763	D	
Common Stock	09/16/2022		M		6,556	A	\$6.35	82,319	D	
Common Stock	09/16/2022		s <sup>(1)</sup>		6,556	D	\$23.4327 <sup>(3)</sup>	75,763	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to buy)	\$6.32	09/15/2022		M			66,840	(4)	09/15/2024	Common Stock	66,840	\$0.00	0.00	D	
Stock Options (Right to buy)	\$6.35	09/16/2022		M			6,556	(4)	12/18/2024	Common Stock	6,556	\$0.00	0.00	D	
Stock Options (Right to buy)	\$6.32	09/16/2022		M			5,419	(4)	09/15/2024	Common Stock	5,419	\$0.00	0.00	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person. Following the sales reported in this Form 4, the Reporting Person has a total of 192,600 options to purchase shares of common stock that are vested and immediately exercisable and no unvested options to purchase shares of common stock.
- The sale prices ranged from \$23.37 to \$24.64
- The sale prices ranged from \$22.96 to \$24.07
- This option is fully vested.

**Remarks:**

/s/ Michael A. Metzger,  
Attorney-in-Fact

09/16/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.