

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Metzger Michael A</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Executive Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2022	
	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	07/25/2022		M		19,764	A	\$6.38	37,423	D	
Common Stock	07/25/2022		s ⁽¹⁾		19,764	D	\$21.0554 ⁽²⁾	17,659	D	
Common Stock	07/25/2022		M		11,838	A	\$6.38	29,497	D	
Common Stock	07/25/2022		s ⁽¹⁾		11,838	D	\$21.0554 ⁽²⁾	17,659	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)	\$6.38	07/25/2022		M			19,764	(3)	02/06/2029	Common Stock	19,764	\$0.00	0.00	D	
Stock Options (Right to buy)	\$6.38	07/25/2022		M			11,838	(4)	02/06/2029	Common Stock	11,838	\$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 670,466 options to purchase shares of common stock that are vested and immediately exercisable and a total of 539,063 options to purchase shares of common stock that have not yet vested.
- The sale prices ranged from \$21.00 to \$21.16.
- This option vests in 48 successive equal monthly installments measured from 02/06/2019.
- This option vests periodically upon the Issuer achieving certain milestones.

Remarks:

/s/ Michael A. Metzger 07/27/2022
 ** 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.