



May 24, 2017

## Syndax Prices Public Offering of Common Stock

WALTHAM, Mass., May 24, 2017 (GLOBE NEWSWIRE) -- [Syndax Pharmaceuticals, Inc.](#) (Nasdaq:SNDX) announced today the pricing of an underwritten public offering of 3,750,000 shares of its common stock at a price to the public of \$13.25 per share. The gross proceeds to Syndax from this offering, before deducting underwriting discounts and commissions and estimated offering expenses, are expected to be approximately \$49.7 million. The offering is expected to close on May 31, 2017, subject to customary closing conditions. Additionally, Syndax granted the underwriters a 30-day option to purchase up to 562,500 additional shares of common stock at the public offering price, less underwriting discounts and commissions. All of the shares of common stock in the offering will be sold by Syndax.

Morgan Stanley, Citigroup and Cowen are acting as joint book-running managers for the offering. The shares are being offered pursuant to a "shelf" registration statement previously filed and declared effective by the Securities and Exchange Commission (SEC). A preliminary prospectus supplement and accompanying prospectus relating to the offering have been filed with the SEC and are available on the website of the SEC at [www.sec.gov](http://www.sec.gov). Copies of the final prospectus supplement and accompanying prospectus relating to the offering, when available, may be obtained from Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, from Citigroup Global Markets Inc., c/o Broadridge Financial Services, 1155 Long Island Avenue, Edgewood, NY 11717, or by email at [prospectus@citi.com](mailto:prospectus@citi.com) or by phone at (800) 831-9146, or from Cowen and Company, LLC, c/o Broadridge Financial Services, Attention: Prospectus Department, 1155 Long Island Avenue, Edgewood, NY 11717, or by phone (631) 274-2806 or by fax (631) 254-7140.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### About Syndax Pharmaceuticals, Inc.

Syndax is a clinical stage biopharmaceutical company developing an innovative pipeline of cancer therapies. Syndax's lead product candidate, entinostat, is currently being evaluated in combination with exemestane for advanced hormone receptor positive, human epidermal growth factor receptor 2 negative breast cancer or as a combination treatment with approved PD-1 antagonists for a variety of tumors, including non-small cell lung cancer, colorectal cancer, melanoma, triple-negative breast cancer and ovarian cancer. The company's second product candidate, SNDX-6352, is a monoclonal antibody that blocks the CSF-1 receptor and may also block the function of immune suppressive cells in the tumor microenvironment.

### Cautionary Note on Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to Syndax's expectations regarding the completion and timing of the public offering. These statements are subject to significant risks and uncertainties and actual results could differ materially from those projected. Syndax cautions investors not to place undue reliance on the forward-looking statements contained in this release. These risks and uncertainties include, without limitation, risks and uncertainties related to the satisfaction of customary closing conditions related to the public offering. There can be no assurance that Syndax will be able to complete the public offering on the anticipated terms, or at all. Risks and uncertainties relating to Syndax and its business can be found in Syndax's filings with the U.S. Securities and Exchange Commission, including the "Risk Factors" sections contained therein, as well as the risks identified in the registration statement and the preliminary prospectus supplement relating to the offering. These forward-looking statements are based on Syndax's expectations and assumptions as of the date of this press release. Except as required by law, Syndax undertakes no duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events or changes in Syndax's expectations.

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