

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 14, 2024**

---

**SYNDAX PHARMACEUTICALS, INC.**

(Exact name of Registrant as Specified in Its Charter)

---

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37708**  
(Commission File Number)

**32-0162505**  
(IRS Employer  
Identification No.)

**Building D**  
**Floor 3**  
**35 Gatehouse Drive**  
**Waltham, Massachusetts**  
(Address of Principal Executive Offices)

**02451**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (781) 419-1400**

(Former Name or Former Address, if Changed Since Last Report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	SNDX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

---

---

## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 15, 2024, the Board of Directors (the “**Board**”) of Syndax Pharmaceuticals, Inc. (the “**Company**”), unanimously voted to elect Aleksandra Rizo, M.D., Ph.D. to the Board, effectively immediately, and appointed her as a member of the Science and Technology Committee of the Board. The Board designated Dr. Rizo as a Class III member to serve until the 2025 annual meeting of the Company’s stockholders, or until her successor has been duly elected and qualified, or until her earlier death, resignation or removal.

There were no arrangements or understandings between Dr. Rizo and any other persons pursuant to which she was selected as a director, and there are no related person transactions within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission (“**SEC**”) between Dr. Rizo and the Company required to be disclosed herein.

Pursuant to the Company’s Non-Employee Director Compensation Policy (the “**Policy**”), Dr. Rizo will receive annual cash compensation in the amount of \$45,644 for her Board service and \$8,558 for her Science and Technology Committee service. All amounts will be prorated for 2024 and paid in quarterly installments. The Company will also reimburse Dr. Rizo for her travel expenses incurred in connection with her attendance at Board and Committee meetings. On May 15, 2024, the Board also granted Dr. Rizo an initial one-time option to purchase 35,000 shares of the Company’s common stock (the “**Option**”). Subject to Dr. Rizo’s continued service on the Board, the Option will vest as follows: 1/36 of the shares subject to the Option will vest monthly over a three-year period. In accordance with the Policy, as may be amended from time to time, Dr. Rizo will also be eligible to receive an annual equity award, subject to Dr. Rizo’s continued service on the Board.

In connection with her appointment to the Board, Dr. Rizo entered into the Company’s standard form of Indemnification Agreement, a copy of which was filed as Exhibit 10.21 to the Registration Statement on Form S-1 (File No. 333-208861) filed with the SEC on January 4, 2016.

On May 14, 2024, Briggs W. Morrison, M.D. advised the Board that he will resign from his position as a Class III member of our Board effective immediately. Dr. Morrison’s resignation from the Board is not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. Dr. Rizo’s election fills the vacancy on the Board resulting from Dr. Morrison’s resignation.

## Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of stockholders (the “**Annual Meeting**”) on May 15, 2024. The proposals set forth below are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 2, 2024. Based on the votes cast in person and by proxy, each proposal passed, including the election of each director. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

*Proposal 1: Election of directors:*

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Martin H. Huber, M.D.	61,876,711	736,625	3,032,770
Jennifer Jarrett	39,491,936	23,121,400	3,032,770
William Meury	54,416,889	8,196,447	3,032,770

*Proposal 2: Advisory vote on executive compensation:*

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
46,228,421	16,304,796	80,119	3,032,770

*Proposal 3: Ratification of selection of independent registered public accounting firm:*

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
65,371,337	253,270	21,499	—

## Item 7.01 Regulation FD Disclosure.

A copy of the Company’s press release announcing the foregoing is attached to this Current Report on Form 8-K as Exhibit 99.1. The information in this Item 7.01 and in Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference to such filing.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated May 15, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SYNDAX PHARMACEUTICALS, INC.**

Date: May 15, 2024

By: /s/ Michael A. Metzger

Michael A. Metzger  
Chief Executive Officer

---

## **Syndax Pharmaceuticals Appoints Aleksandra Rizo, M.D., Ph.D. to the Board of Directors**

WALTHAM, Mass., May 15, 2024 /PRNewswire/ -- Syndax Pharmaceuticals (Nasdaq: SNDX), a clinical-stage biopharmaceutical company developing an innovative pipeline of cancer therapies, today announced the appointment of Aleksandra Rizo, M.D., Ph.D., to its Board of Directors. Dr. Rizo has extensive clinical development experience and a track record of successfully leading the development of several hematology drugs from discovery through commercialization. She will serve as a member of the Science and Technology Committee of the Board. Dr. Rizo will replace Dr. Briggs Morrison who will step down effective May 14, 2024 after a successful 9-year tenure as a member of the Company's Board of Directors.

"On behalf of the Board, we are delighted to welcome Aleksandra to Syndax and look forward to the valuable perspectives she will bring," said Dennis Podlesak, Chairman of Syndax's Board of Directors. "Aleksandra is an accomplished biopharmaceutical executive and experienced hematologist who has led development and contributed to the launch of several important hematology drugs. We are confident that Aleksandra's background and experience will enable her to make significant contributions as Syndax transitions to a fully integrated commercial stage organization with the potential to launch two novel treatments for patients and physicians in 2024."

Mr. Podlesak added, "I also would like to thank Briggs for his many years of leadership and numerous contributions. He was instrumental in helping build Syndax into the world-class oncology company that it is today, and we wish him great success going forward."

"Aleksandra has a deep understanding of myeloid diseases having led several programs that include clinically differentiated therapies across myeloma, lymphoma and acute myeloid leukemia," said Michael A. Metzger, Chief Executive Officer. "Her clinical development experience and guidance will be invaluable to Syndax as we maximize the opportunity for the launch and future development of our two first- and best-in-class medicines."

"I am excited to join Syndax's Board at this transformative time for the company. Revumenib and axatilimab are approaching potential approval and I believe that both have the clinical profiles to become the new standard of care within their disease areas and expand into new indications," said Dr. Rizo. "As Syndax transitions into a commercial stage biopharmaceutical company and embarks on a new chapter, I am committed to working with the Board members and the Executive Team to support Syndax's clinical and corporate development plans that will set the company up for long-term success."

Aleksandra Rizo, M.D., Ph.D., currently serves as President and Chief Executive Officer of Vividion where she joined in 2023 as President, Head of Research and Development.

---

Previously, Dr. Rizo served as Executive Vice President and Chief Medical Officer of Geron Corporation (Geron) where she provided leadership and direction for all clinical and translational efforts. Prior to joining Geron, Dr. Rizo was Strategy and Clinical Lead at Celgene Corporation where she led submission activities which resulted in successful NDA and MAA approvals for Fedratinib, and participated in strategic development activities for assets in the Myeloid Therapeutic Area, including business development evaluations. From 2008 to 2018, Dr. Rizo served in a number of oncology drug development functions with increasing responsibilities at Janssen Research and Development, LLC (Janssen), including Senior Director, Compound Development Team Leader for the myeloid portfolio, Senior Director, Global Clinical Leader for multiple assets, including imetelstat, Imbruvica for mantle cell lymphoma (MCL), and others. In these roles, she had oversight and leadership responsibilities for clinical development strategy, execution and regulatory submission activities. In addition, Dr. Rizo was a core member of Janssen's Hematology Strategy Team where she participated and led multiple diligence projects.

Dr. Rizo earned an M.D. degree from the University Ss Cyril and Methodius, Skopje, Macedonia, where she also completed a residency in internal medicine/hematology. Dr. Rizo obtained her Ph.D. degrees in Stem Cell Biology from the University of Groningen in the Netherlands, and the University of Tokyo in Japan.

### **About Syndax**

Syndax Pharmaceuticals is a clinical stage biopharmaceutical company developing an innovative pipeline of cancer therapies. Highlights of the Company's pipeline include revumenib, a highly selective menin inhibitor, and axatilimab, a monoclonal antibody that blocks the CSF-1 receptor. For more information, please visit [www.syndax.com](http://www.syndax.com) or follow the Company on X (formerly Twitter) and LinkedIn.

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "anticipate," "believe," "could," "estimate," "expects," "intend," "may," "plan," "potential," "predict," "project," "should," "will," "would" or the negative or plural of those terms, and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. These forward-looking statements are based on Syndax's expectations and assumptions as of the date of this press release. Each of these forward-looking statements involves risks and uncertainties. Actual results may differ materially from these forward-looking statements. Forward-looking statements contained in this press release include, but are not limited to, statements about the progress, timing, clinical development and scope of clinical trials, the reporting of clinical data for Syndax's product candidates, and the potential use of its product candidates to treat various cancer indications and fibrotic diseases. Many factors may cause differences between current expectations and actual results, including: unexpected safety or efficacy data observed during preclinical or clinical trials; clinical trial site activation or enrollment

---

rates that are lower than expected; changes in expected or existing competition; changes in the regulatory environment; failure of Syndax's collaborators to support or advance collaborations or product candidates; and unexpected litigation or other disputes. Other factors that may cause Syndax's actual results to differ from those expressed or implied in the forward-looking statements in this press release are discussed in Syndax's filings with the U.S. Securities and Exchange Commission, including the "Risk Factors" sections contained therein. Except as required by law, Syndax assumes no obligation to update any forward-looking statements contained herein to reflect any change in expectations, even as new information becomes available.

### **Syndax Contact**

Sharon Klahre  
Syndax Pharmaceuticals, Inc.  
sklahre@syndax.com  
Tel 781.684.9827

SNDX-G

---

