

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>Goldan Keith A.</u>  (Last) (First) (Middle) 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)  Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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	07/31/2023		J <sup>(1)</sup>		862	A	\$18.12	3,490	D	
Common Stock	01/31/2024		J <sup>(2)</sup>		1,183	A	\$17.42	4,673	D	
Common Stock	02/07/2024		A		35,000 <sup>(3)</sup>	A	\$0.00	39,673	D	
Common Stock	02/07/2024		A		11,700 <sup>(4)</sup>	A	\$0.00	51,373	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					
Stock Options (Right to buy)	\$22.28	02/07/2024		A		70,000		(5)	02/07/2034	Common Stock	70,000	70,000	D	

**Explanation of Responses:**

- The Reporting Person is voluntarily filing this Form 4 to report the acquisition of 862 shares by the Reporting Person on 07/31/2023 pursuant to the Issuer's Employee Stock Purchase Plan.
- The Reporting Person is voluntarily filing this Form 4 to report the acquisition of 1,183 shares by the Reporting Person on 01/31/2024 pursuant to the Issuer's Employee Stock Purchase Plan.
- Award of restricted stock units ("RSUs"), representing the right to receive one share of Common Stock for each RSU. One third (1/3rd) of the shares of Common Stock subject to such RSU shall vest annually on the anniversary of the Vesting Commencement Date, during the Reporting Person's continued service as an employee, consultant, director or officer of the Company over the three (3) years following the date of grant, until all of the shares subject to such RSU are fully vested.
- Award of RSUs, representing the right to receive one share of Common Stock for each RSU. The number of shares of Common Stock acquired upon vesting of the RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, subject to the Reporting Person's continued service as an employee, consultant, director or officer of the Company.
- 1/48th of the shares subject to the option shall vest monthly over a four-year period.

**Remarks:**

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

02/09/2024

\*\* 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.