

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>MPM BioVentures IV QP LP</u> <hr/> (Last) (First) (Middle) <u>C/O MPM ASSET MANAGEMENT</u> <u>450 KENDALL STREET</u> <hr/> (Street) <u>BOSTON MA 02142</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/02/2016</u>	3. Issuer Name and Ticker or Trading Symbol <u>Syndax Pharmaceuticals Inc [ SNDX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Preferred Stock	(1)	(1)	Common Stock	1,138,210	(1)	I	See Footnote <sup>(2)</sup>
Series B-1 Preferred Stock	(1)	(1)	Common Stock	718,396	(1)	I	See Footnote <sup>(3)</sup>
Series C-1 Preferred Stock	(1)	(1)	Common Stock	312,085	(1)	I	See Footnote <sup>(4)</sup>

1. Name and Address of Reporting Person* <u>MPM BioVentures IV QP LP</u> <hr/> (Last) (First) (Middle) <u>C/O MPM ASSET MANAGEMENT</u> <u>450 KENDALL STREET</u> <hr/> (Street) <u>BOSTON MA 02142</u> <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Scopa James Paul</u> <hr/> (Last) (First) (Middle) <u>C/O MPM ASSET MANAGEMENT</u> <u>601 GATEWAY BLVD., SUITE 350</u> <hr/> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Foley Todd</u> <hr/> (Last) (First) (Middle) <u>C/O MPM ASSET MANAGEMENT</u> <u>450 KENDALL STREET</u> <hr/> (City) (State) (Zip)
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(Street)  
BOSTON MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[MPM Asset Management Investors BV4 LLC](#)

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(Last) (First) (Middle)  
C/O MPM ASSET MANAGEMENT  
450 KENDALL STREET

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(Street)  
BOSTON MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[MPM BioVentures IV GmbH & Co. Beteiligungs KG](#)

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(Last) (First) (Middle)  
C/O MPM ASSET MANAGEMENT  
450 KENDALL STREET

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(Street)  
BOSTON MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[MPM BioVentures IV GP LLC](#)

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C/O MPM ASSET MANAGEMENT  
450 KENDALL STREET

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BOSTON MA 02142

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1. Name and Address of Reporting Person\*  
[MPM BioVentures IV LLC](#)

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450 KENDALL STREET

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(Street)  
BOSTON MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[MPM BioVentures IV Strategic Fund, L.P.](#)

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(Last) (First) (Middle)  
C/O MPM ASSET MANAGEMENT  
450 KENDALL STREET

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(Street)  
BOSTON MA 02142

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[GADICKE ANSBERT](#)

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(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT

450 KENDALL STREET

(Street)

BOSTON MA 02142

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

KAILIAN VAUGHN M

(Last)

(First)

(Middle)

C/O MPM ASSET MANAGEMENT

450 KENDALL STREET

(Street)

BOSTON MA 02142

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The reported securities are convertible at any time on a one-for-one basis, in whole or in part, at the option of the holder, have no expiration date, and will convert into shares of common stock immediately prior to the closing of the Issuer's initial public offering.
2. The shares are held as follows: 948,247 by MPM BioVentures IV-QP, L.P. ("BV IV QP"), 36,532 by MPM BioVentures IV GmbH & Co. Beteteiligungs KG ("BV IV KG"), 26,964 by MPM Asset Management Investors BV4 LLC ("AM BV4") and 126,467 shares held by MPM BioVentures IV Strategic Fund, L.P. ("BV IV SF"). MPM BioVentures IV GP LLC and MPM BioVentures IV LLC ("BV LLC") are the direct and indirect general partners of BV IV QP, BV IV KG and BV IV SF and BV LLC is the manager of AM BV4. Ansbert Gadicke, Luke Evnin, Vaughn M. Kailian, James Paul Scopa and Todd Foley are the members of BV LLC. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
3. The shares are held as follows: 598,509 by BV IV QP, 23,053 by BV IV KG, 17,013 by AM BV4 and 79,821 shares held by BV IV SF. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
4. The shares are held as follows: 260,003 by BV IV QP, 10,015 by BV IV KG, 7,392 by AM BV4 and 34,675 shares held by BV IV SF. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

**Remarks:**

By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC, the general partner of MPM BioVentures IV QP, L.P. /s/ Luke Evnin 03/02/2016

/s/ James Paul Scopa 03/02/2016

/s/ Todd Foley 03/02/2016

By Luke Evnin, member of MPM BioVentures IV LLC, the manager of MPM Asset Management Investors BV4 LLC /s/ Luke Evnin 03/02/2016

By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC, the managing limited partner of MPM BioVentures IV GmbH & Co. /s/ Luke Evnin 03/02/2016

By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC /s/ Luke Evnin 03/02/2016

By Luke Evnin, member of MPM BioVentures IV LLC /s/ Luke Evnin 03/02/2016

By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC, the general partner of MPM BioVentures IV Strategic Fund, L.P. /s/ Luke Evnin 03/02/2016

/s/ Ansbert Gadicke 03/02/2016

/s/ Vaughn M. Kailian 03/02/2016

\*\* 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 5 (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.**