

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

OMB APPROVAL	
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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>MPM BioVentures IV QP LP</u> (Last) (First) (Middle) <u>C/O MPM ASSET MANAGEMENT</u> <u>450 KENDALL STREET</u> (Street) <u>CAMBRIDGE MA 02142</u> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2016</u>	
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	03/08/2016		C		1,138,210 ⁽¹⁾	A	(2)	1,138,210	I	See footnote ⁽³⁾
Common Stock	03/08/2016		C		718,396 ⁽⁴⁾	A	(2)	1,856,606	I	See footnote ⁽⁵⁾
Common Stock	03/08/2016		C		312,085 ⁽⁶⁾	A	(2)	2,168,691	I	See footnote ⁽⁷⁾

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	Amount or Number of Shares				
Series A-1 Preferred Stock	(2)	03/08/2016		C		1,138,210 ⁽¹⁾	(2)	(2)	Common Stock	1,138,210 ⁽¹⁾	(2)	0	I	See footnote ⁽¹⁾	
Series B-1 Preferred Stock	(2)	03/08/2016		C		718,396 ⁽⁴⁾	(2)	(2)	Common Stock	718,396 ⁽⁴⁾	(2)	0	I	See footnote ⁽⁴⁾	
Series C-1 Preferred Stock	(2)	03/08/2016		C		312,085 ⁽⁶⁾	(2)	(2)	Common Stock	312,085 ⁽⁶⁾	(2)	0	I	See footnote ⁽⁶⁾	

1. Name and Address of Reporting Person*
MPM BioVentures IV QP LP

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

 (Street)
CAMBRIDGE MA 02142

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Scopa James Paul

 (Last) (First) (Middle)
C/O MPM ASSET MANAGEMENT
601 GATEWAY BLVD., SUITE 350

 (Street)
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 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Foley Todd](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
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(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GADICKE ANSBERT](#)

(Last) (First) (Middle)

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1. Name and Address of Reporting Person*

[KAILIAN VAUGHN M](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MPM Asset Management Investors BV4 LLC](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MPM BioVentures IV GmbH & Co. Beteiligungs
KG](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MPM BioVentures IV GP LLC](#)

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT
450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

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1. Name and Address of Reporting Person*

MPM BioVentures IV LLC

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT

450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

MPM BioVentures IV Strategic Fund, L.P.

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT

450 KENDALL STREET

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

Explanation of Responses:

- The shares were converted as follows: 948,247 by MPM BioVentures IV-QP, L.P. ("BV IV QP"), 36,532 by MPM BioVentures IV GmbH & Co. Beteiligungs 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.
- The shares of Series A-1 Preferred Stock, Series B-1 Preferred Stock and Series C-1 Preferred Stock converted into one share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering without payment of further consideration. The shares had no expiration date.
- The shares are held as follows: 948,247 by BV IV QP, 36,532 by MPM BV IV KG, 26,964 by AM BV4 and 126,467 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.
- The shares were converted 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.
- The shares are held as follows: 1,546,756 by BV IV QP, 59,585 by MPM BV IV KG, 43,977 by AM BV4 and 206,288 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.
- The shares were converted 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.
- The shares are held as follows: 1,806,759 by BV IV QP, 69,600 by MPM BV IV KG, 51,369 by AM BV4 and 240,963 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 03/09/2016

/s/ James Paul Scopa 03/09/2016

/s/ Todd Foley 03/09/2016

/s/ Ansbert Gadicke 03/09/2016

/s/ Vaughn M. Kailian 03/09/2016

By Luke Evnin, member of MPM BioVentures IV LLC, the manager of MPM Asset Management Investors BV4 LLC 03/09/2016

/s/ Luke Evnin

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 03/09/2016

By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC /s/ Luke Evnin 03/09/2016

By Luke Evnin, member of MPM BioVentures IV LLC /s/ Luke Evnin 03/09/2016

By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC, the general partner of MPM 03/09/2016

[BioVentures IV Strategic Fund,](#)
[L.P. /s/ Luke Evnin](#)

** 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.

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