

OMB APPROVAL	
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**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

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>Metzger Michael A</u>  (Last) (First) (Middle) C/O SYNDAX PHARMACEUTICALS, INC. 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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chief Executive Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2022	
	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	09/30/2022		M		29,606	A	\$8.77	47,265	D	
Common Stock	09/30/2022		s <sup>(1)</sup>		29,606	D	\$25.0205 <sup>(2)</sup>	17,659	D	
Common Stock	10/03/2022		M		2,883	A	\$8.77	20,542	D	
Common Stock	10/03/2022		s <sup>(1)</sup>		2,883	D	\$25.011 <sup>(3)</sup>	17,659	D	
Common Stock	10/04/2022		M		1,280	A	\$8.77	18,939	D	
Common Stock	10/04/2022		s <sup>(1)</sup>		1,280	D	\$25.0206 <sup>(3)</sup>	17,659	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						Title
Stock Options (Right to buy)	\$8.77	09/30/2022		M			29,606	(4)	02/06/2027	Common Stock	29,606	\$0.00	0.00	D	
Stock Options (Right to buy)	\$8.77	10/03/2022		M			2,883	(4)	02/06/2027	Common Stock	2,883	\$0.00	0.00	D	
Stock Options (Right to buy)	\$8.77	10/04/2022		M			1,280	(4)	02/06/2027	Common Stock	1,280	\$0.00	0.00	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person. Following the sales reported in this Form 4, the Reporting Person has a total of 690,759 options to purchase shares of common stock that are vested and immediately exercisable and a total of 485,001 options to purchase shares of common stock that have not yet vested.
- The sale prices ranged from \$25.00 to \$25.15.
- The sale prices ranged from \$25.00 to \$25.03.
- This option is fully vested.

**Remarks:**

/s/ Michael A. Metzger                      10/04/2022  
 \*\* 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.