

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>EVNIN LUKE</u> (Last) (First) (Middle) <u>C/O SYNDAX PHARMACEUTICALS, INC.</u> <u>400 TOTTEN POND ROAD, SUITE 110</u> (Street) <u>WALTHAM MA 02451</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) <input checked="" type="checkbox"/> 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	A	(1)	1,138,210	I	See footnote ⁽²⁾
Common Stock	03/08/2016		C		718,396	A	(1)	1,856,606	I	See footnote ⁽²⁾
Common Stock	03/08/2016		C		312,085	A	(1)	2,168,691	I	See footnote ⁽²⁾

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	(1)	03/08/2016		C			1,138,210	(1)	(1)	Common Stock	1,138,210	\$0	0	I	See footnote ⁽²⁾
Series B-1 Preferred Stock	(1)	03/08/2016		C			718,396	(1)	(1)	Common Stock	718,396	\$0	0	I	See footnote ⁽²⁾
Series C-1 Preferred Stock	(1)	03/08/2016		C			312,085	(1)	(1)	Common Stock	312,085	\$0	0	I	See footnote ⁽²⁾

Explanation of Responses:

- Upon the closing of the Issuer's initial public offering of its common stock, each share of Series A-1, Series B-1 and Series C-1 preferred stock automatically converted into one share of common stock. The Series A-1, Series B-1 and Series C-1 preferred stock had no expiration date.
- The securities are owned directly by MPM BioVentures IV-QP, L.P. ("MPM IV-QP"), MPM BioVentures IV Strategic Fund, L.P. ("MPM Strategic Fund"), MPM BioVentures IV GMBH & Co. Beteiligungs KG ("MPM Beteiligungs") and MPM Asset Management Investors BV4 LLC ("MPM BV4" and collectively, the "MPM Entities"). Dr. Evnin is a member of MPM BioVentures IV LLC, ("MPM IV LLC"), which is the managing member of MPM BioVentures IV GP LLC, which is (i) the general partner of each of MPM IV-QP and MPM Strategic Fund, and (ii) the managing limited partner of MPM Beteiligungs. MPM IV LLC is the manager of MPM BV4. As a result, Dr. Evnin shares the power to vote, acquire, hold and dispose of the shares owned by the MPM Entities. Dr. Evnin disclaims beneficial ownership of all shares held by the MPM Entities, except to the extent of his actual pecuniary interest therein.

Remarks:

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

03/08/2016

** 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 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.