

SCYNEXIS INC  
Form 4  
June 20, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ribeill Yves J

(Last) (First) (Middle)  
C/O SCYNEXIS, INC., 3501 C  
TRICENTER BOULEVARD  
(Street)

DURHAM, NC 27713

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SCYNEXIS INC [SCYX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				(A)	(D)				
Stock Option (right to buy)	\$ 9.64	06/18/2014	A	7,352		<u>(1)</u>	06/17/2024	Common Stock	7,352
Stock Option (right to buy)	\$ 20.4	06/18/2014	D		7,352	<u>(1)</u>	10/21/2014	Common Stock	7,352
Stock Option (right to buy)	\$ 9.64	06/18/2014	A	7,352		<u>(1)</u>	06/17/2024	Common Stock	7,352
Stock Option (right to buy)	\$ 20.4	06/18/2014	D		7,352	<u>(1)</u>	04/27/2015	Common Stock	7,352
Stock Option (right to buy)	\$ 9.64	06/18/2014	A	931		<u>(1)</u>	06/17/2024	Common Stock	931
Stock Option (right to buy)	\$ 20.4	06/18/2014	D		931	<u>(1)</u>	04/19/2016	Common Stock	931
Stock Option (right to buy)	\$ 9.64	06/18/2014	A	3,676		<u>(1)</u>	06/17/2024	Common Stock	3,676
Stock Option (right to buy)	\$ 20.4	06/18/2014	D		3,676	<u>(1)</u>	04/25/2017	Common Stock	3,676
Stock Option (right to buy)	\$ 9.64	06/18/2014	A	2,941		<u>(1)</u>	06/17/2024	Common Stock	2,941
Stock Option (right to buy)	\$ 20.4	06/18/2014	D		2,941	<u>(1)</u>	04/17/2018	Common Stock	2,941

Stock Option (right to buy)	\$ 9.64	06/18/2014	A	3,676	(1)	06/17/2024	Common Stock	3,676
Stock Option (right to buy)	\$ 25.5	06/18/2014	D	3,676	(1)	04/22/2019	Common Stock	3,676
Stock Option (right to buy)	\$ 9.64	06/18/2014	A	2,941	(1)	06/17/2024	Common Stock	2,941
Stock Option (right to buy)	\$ 25.91	06/18/2014	D	2,941	(1)	07/14/2020	Common Stock	2,941
Stock Option (right to buy)	\$ 9.64	06/18/2014	A	1,960	(1)	06/17/2024	Common Stock	1,960
Stock Option (right to buy)	\$ 30.6	06/18/2014	D	1,960	(1)	04/20/2021	Common Stock	1,960
Stock Option (right to buy)	\$ 9.64	06/18/2014	A	187,052	(4)	06/17/2024	Common Stock	187,052

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ribeill Yves J C/O SCYNEXIS, INC. 3501 C TRICENTER BOULEVARD DURHAM, NC 27713	X		President and CEO	

## Signatures

/s/ Eileen Pruette, by power of attorney  
06/19/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The option is fully vested.

(2) The re-pricing of the option is subject to the approval of the Company's stockholders. In connection with the re-pricing of the option, the option was further amended to provide that the term of the option shall be extended until June 17, 2024 and, in the event of the holder's termination of services with the Company, the holder shall have the right to exercise any vested shares under the option until the expiration of the option. In connection with the amendments, the original option is deemed canceled and replaced with a new option.

(3) In connection with the re-pricing of the option, the option was further amended to provide that the term of the option shall be extended until June 17, 2024. In connection with the amendments, the original option is deemed canceled and replaced with a new option.

(4) The option vests in 48 equal monthly installments from the grant date of June 18, 2014.

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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