

SCYNEXIS INC  
Form S-8  
December 18, 2014

As filed with the Securities and Exchange Commission on December 18, 2014

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**SCYNEXIS, Inc.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**3501 C Tricenter Boulevard**

**56-2181648**  
**(I.R.S. Employer**  
**Identification No.)**

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**Durham, North Carolina 27713**

**(919) 544-8600**

**(Address of principal executive offices) (Zip code)**

**SCYNEXIS, Inc. 2014 Equity Incentive Plan**

**(Full title of the plan)**

**Yves J. Ribeill, Ph.D.**

**President and Chief Executive Officer**

**SCYNEXIS, Inc.**

**3501 C Tricenter Boulevard**

**Durham, North Carolina 27713**

**(919) 544-8600**

**(Name and address of agent for service) (Telephone number, including area code, of agent for service)**

*Copies to:*

**Matthew B. Hemington**

**Cooley LLP**

**3175 Hanover Street**

**Palo Alto, California 94304**

**(650) 843-5000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)Smaller reporting company **CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.001 per share	351,653 shares	\$10.07	\$3,541,145.71	\$411.48

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement shall also cover any additional shares of the Registrant's common stock, par value \$0.0001 (the *Common Stock*) that become issuable under the SCYNEXIS, Inc. 2014 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price is based upon \$8.84, which is the average of the high and low selling prices of the Registrant's Common Stock as reported on the NASDAQ Capital Market on December 16, 2014.

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**EXPLANATORY NOTE**

SCYNEXIS, Inc. (the **Registrant** ) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 351,653 shares of its Common Stock, issuable to eligible persons under the SCYNEXIS, Inc. 2014 Equity Incentive Plan ( **2014 Plan** ), which Common Stock is in addition to the shares of Common Stock registered on the Registrant's Form S-8 filed on May 16, 2014 (File No. 333-196007) (the **Prior Form S-8** ). Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated herein by reference and made a part hereof.

**PART II**

**ITEM 8. EXHIBITS**

**Exhibit**

<b>Number</b>	<b>Description</b>
4.1 (1)	Amended and Restated Certificate of Incorporation of SCYNEXIS, Inc., as currently in effect.
4.2 (2)	Amended and Restated Bylaws of SCYNEXIS, Inc., as currently in effect.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of this Form S-8).
99.3 (3)	SCYNEXIS, Inc. 2014 Equity Incentive Plan

- (1) Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K (File No. 001-36365), filed with the Securities and Exchange Commission on May 12, 2014, and incorporated herein by reference.
- (2) Filed as Exhibit 3.4 to Registrant's Registration Statement on Form S-1 (File No. 333-194192), filed with the Securities and Exchange Commission on February 27, 2014, and incorporated herein by reference.
- (3) Filed as Annex A to our Proxy Statement on Schedule 14A (File No. 001-36365), filed with the Securities and Exchange Commission on August 1, 2014, and incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Durham, State of North Carolina, on this 8th day of December, 2014.

**SCYNEXIS, Inc.**

By: /s/ Yves J. Ribeill  
 Yves J. Ribeill  
 Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoint Yves J. Ribeill, Eileen C. Pruette and Charles F. Osborne, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Yves J. Ribeill	Chief Executive Officer	December 8, 2014
Yves J. Ribeill	<i>(Principal Executive Officer)</i>	
/s/ Charles F. Osborne	Chief Financial Officer	December 2, 2014
Charles F. Osborne	<i>(Principal Financial and Accounting Officer)</i>	
/s/ Pamela J. Kirby, Ph.D.	Director	December 2, 2014
Pamela J. Kirby, Ph.D.		
/s/ Laurent Arthaud	Director	December 2, 2014
Laurent Arthaud		

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/s/ Guy Macdonald Guy Macdonald	Director	December 2, 2014
/s/ Ann F. Hanham, Ph.D. Ann F. Hanham, Ph.D.	Director	December 2, 2014
/s/ Patrik J. Langlois, Ph. D. Patrick J. Langlois, Ph.D.	Director	December 2, 2014
/s/ Marco Taglietti Marco Taglietti	Director	December 2, 2014
/s/ Jean-Yves Nothias, Ph.D. Jean-Yves Nothias, Ph.D.	Director	December 2, 2014
/s/ Edward E. Penhoet, Ph.D. Edward E. Penhoet, Ph.D.	Director	December 2, 2014

**EXHIBIT INDEX**

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