

SCYNEXIS INC
Form 4
May 08, 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 *
ALTA BIOPHARMA PARTNERS II LP

(Last) (First) (Middle)

ONE EMBARCADERO CENTER,
37TH FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/07/2014		X		4,551	A	\$ 0.2
Common Stock	05/07/2014		X		4,551	A	\$ 0.2
Common Stock	05/07/2014		X		82,454	A	\$ 0.2
Common Stock	05/07/2014		C		161,238	A	<u>(3)</u>
Common Stock	05/07/2014		C		50,239	A	<u>(4)</u>
							4,551
							9,102
							91,556
							252,794
							303,033
							D <u>(1)</u>
							D <u>(1)</u>
							D <u>(1)</u>
							D <u>(1)</u>
							D <u>(1)</u>

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Common Stock	05/07/2014	C	69,476	A	<u>(4)</u>	372,509	D <u>(1)</u>	
Common Stock	05/07/2014	P	868,066	A	\$ 10	1,240,575	D	
Common Stock	05/07/2014	X	174	A	\$ 0.2	174	I	By Alta Embarcadero BioPharma Partners II, LLC <u>(1)</u> <u>(2)</u>
Common Stock	05/07/2014	X	174	A	\$ 0.2	348	I	By Alta Embarcadero BioPharma Partners II, LLC <u>(1)</u> <u>(2)</u>
Common Stock	05/07/2014	X	3,033	A	\$ 0.2	3,381	I	By Alta Embarcadero BioPharma Partners II, LLC <u>(1)</u> <u>(2)</u>
Common Stock	05/07/2014	C	5,931	A	<u>(3)</u>	9,312	I	By Alta Embarcadero BioPharma Partners II, LLC <u>(1)</u> <u>(2)</u>
Common Stock	05/07/2014	C	1,848	A	<u>(4)</u>	11,160	I	By Alta Embarcadero BioPharma Partners II, LLC <u>(1)</u> <u>(2)</u>
Common Stock	05/07/2014	C	2,642	A	<u>(5)</u>	13,802	I	By Alta Embarcadero BioPharma Partners II, LLC <u>(1)</u> <u>(2)</u>
Common Stock	05/07/2014	P	31,934	A	\$ 10	45,736	I	By Alta Embarcadero BioPharma Partners II, LLC <u>(1)</u> <u>(2)</u>

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

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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 Underlying Securities (Instr. 3 and 4)		
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X		4,551		12/07/2011	12/06/2016	Common Stock	4,551
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X		4,551		05/15/2012	05/14/2017	Common Stock	4,551
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X		82,454		12/11/2013	12/10/2018	Common Stock	82,454
Series C Preferred Stock	<u>(3)</u>	05/07/2014		C		570,159		<u>(3)</u>	<u>(3)</u>	Common Stock	161,454
Series D-1 Preferred Stock	<u>(4)</u>	05/07/2014		C		1,024,876		<u>(4)</u>	<u>(4)</u>	Common Stock	50,200
Series D-2 Preferred Stock	<u>(5)</u>	05/07/2014		C		1,417,315		<u>(5)</u>	<u>(5)</u>	Common Stock	69,454
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X		174		12/07/2011	12/06/2016	Common Stock	174
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X		174		05/15/2012	05/14/2017	Common Stock	174

Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014	X	3,033	12/11/2013	12/10/2018	Common Stock	3,0
Series C Preferred Stock	(3)	05/07/2014	C	20,975	(3)	(3)	Common Stock	5,9
Series D-1 Preferred Stock	(4)	05/07/2014	C	37,702	(4)	(4)	Common Stock	1,8
Series D-2 Preferred Stock	(5)	05/07/2014	C	53,915	(5)	(5)	Common Stock	2,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTA BIOPHARMA PARTNERS II LP ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		
ALTA BIOPHARMA MANAGEMENT II LLC ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		
ALTA EMBARCADERO BIOPHARMA PARTNERS II LLC ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		
CHAMPSI FARAH ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		

Signatures

By: /s/ Farah Champsi, Managing Director 05/08/2014

__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).

Farah Champsi (known as the "Principal") is the managing director of Alta BioPharma Management II, LLC ("ABM II") (which is the general partner of Alta BioPharma Partners II, L.P. ("ABP II")), and manager of Alta Embarcadero BioPharma Partners II, LLC ("AEBP II"). As managing director and manager of such entities, Ms. Champsi may be deemed to have voting and investment power for the shares held by ABP II and AEBP II. The Principal disclaims beneficial ownership of all such shares held by ABP II and AEBP II, except to the extent of her proportionate pecuniary interests therein.

(2) These securities are held by AEBP II.

(3) Upon closing of the Issuer's initial public offering, each share of Series C Preferred Stock converted automatically into shares of common stock of the Issuer on a 1-for-3.536 basis, and had no expiration date.

(4) Upon closing of the Issuer's initial public offering, each share of Series D-1 Preferred Stock converted automatically into shares of common stock of the Issuer on a 1-for-20.4 basis, and had no expiration date.

(5) Upon closing of the Issuer's initial public offering, each share of Series D-2 Preferred Stock converted automatically into shares of common stock of the Issuer on a 1-for-20.4 basis, and had no expiration date.

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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