

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> 252,794                |
| Common Stock                    | 05/07/2014                           |  | C                              |   | 50,239  | A  | <u>(4)</u> 303,033                |

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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<br>ONE EMBARCADERO CENTER, 37TH FLOOR<br>SAN FRANCISCO, CA 94111              |               | X         |         |       |
| ALTA BIOPHARMA MANAGEMENT II LLC<br>ONE EMBARCADERO CENTER, 37TH FLOOR<br>SAN FRANCISCO, CA 94111           |               | X         |         |       |
| ALTA EMBARCADERO BIOPHARMA PARTNERS II LLC<br>ONE EMBARCADERO CENTER, 37TH FLOOR<br>SAN FRANCISCO, CA 94111 |               | X         |         |       |
| CHAMPSI FARAH<br>ONE EMBARCADERO CENTER, 37TH FLOOR<br>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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