| FORM 4 | 4 |
|--------|---|
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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).     |

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Print or Type Responses)                  | )                                  |   |  |                                   |      |   |               |   |   |  |  |  |
|--|------------------------------------|---|--|-----------------------------------|------|---|---------------|---|---|--|--|--|
| 1. Name and Address of I<br>KIRBY PAMELA J | 2. Issuer Name and<br>SCYNEXIS INC |   | Tradi  | ng Symb                           | ol   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X. Director 10% Owner |               |   |   |  |  |  |
| (Last)<br>C/O SCYNEXIS, INC<br>BOULEVARD   | (First)<br>C.,, 3501 C TR          | ICE) ITED                                       | 3. Date of Earliest T<br>07/01/2014                  | ransaction (                      | (Mon | th/Day/Y  | ear)          |   | ther (specify bel-  | ow)  |  |  |
| (Street)                                   |                                    |   | 4. If Amendment, Date Original Filed(Month/Day/Year) |                                   |      |   |               |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |  |
| DURHAM, NC 27713                           |                                    |   |  |                                   |      |   |               |   |   |  |  |  |
| (City)                                     | (Zip)                              | Table I - Non-Derivative Securities Acquiration |  |                                   |      |   |               | uired, Disposed of, or Beneficially Owned |   |  |  |  |
| 1.Title of Security<br>(Instr. 3)          |                                    | 2. Transaction<br>Date<br>(Month/Day/Year)      | Execution Date, if                                   | 3. Transact<br>Code<br>(Instr. 8) |      | (A) or Disposed of (D)  |               | of(D)                                     | 5 1   | Ownership                                      | 7. Nature<br>of Indirect<br>Beneficial |  |
|  |                                    |   | (Month/Day/Year)                                     | Code                              | v    | Amount  | (A) or<br>(D) | Price                                     |   | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Ownership<br>(Instr. 4)                |  |

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

Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| ( <i>e.g.</i> , puts, calls, warrants, options, convertible securities) |                  |                  |                                  |               |      |                     |       |  |            |                         |              |            |                            |                  |                        |
|---|------------------|------------------|----------------------------------|---------------|------|---------------------|-------|--|------------|-------------------------|--------------|------------|----------------------------|------------------|------------------------|
| 1. Title of<br>Derivative   | 2.<br>Conversion |                  | 3A. Deemed<br>Execution Date, if | 4.<br>Transac | tion |                     |       | <ol> <li>Date Exer<br/>Expiration I</li> </ol> |            | 7. Title and of Underly |              |            | 9. Number of<br>Derivative | 10.<br>Ownership | 11. Nature of Indirect |
| Security  | or Exercise      | (Month/Day/Year) | any                              | Code          |      | Deriva              | tive  | (Month/Day                                     | /Year)     | Securities              |              | Security   | Securities                 | Form of          | Beneficial             |
| (Instr. 3)  | Price of         |                  | (Month/Day/Year)                 | (Instr. 8     | )    |                     |       | (Instr. 3 and 4) (                             |            | (Instr. 5)              | Beneficially | Derivative | Ownership                  |                  |                        |
|   | Derivative       |                  |                                  |               |      | Acquir              | ed    |  |            |                         |              |            |                            | ~                | (Instr. 4)             |
|   | Security         |                  |                                  |               |      | (A) or              |       |  |            |                         |              |            | •                          | Direct (D)       |                        |
|   |                  |                  |                                  |               |      | Dispos              | ed    |  |            |                         |              |            | 1                          | or Indirect      |                        |
|   |                  |                  |                                  |               |      | of (D)              | 2 1   |  |            |                         |              |            | Transaction(s)             | < / <            |                        |
|   |                  |                  |                                  |               |      | (Instr. 1<br>and 5) | 5, 4, |  |            |                         |              |            | (Instr. 4)                 | (Instr. 4)       |                        |
|   |                  |                  |                                  |               | -    | and 5)              | 1     |  | [          |                         |              |            |                            |                  |                        |
|   |                  |                  |                                  |               |      |                     |       | Date   | Expiration |                         | Amount       |            |                            |                  |                        |
|   |                  |                  |                                  |               |      |                     |       | Exercisable                                    | 1          | Title                   | or<br>Number |            |                            |                  |                        |
|   |                  |                  |                                  | Code          | v    | (A)                 | (D)   |  | Date       |                         | of Shares    |            |                            |                  |                        |
| Stock<br>Option<br>(right to  | \$ 8.03          | 07/01/2014       |                                  | А             |      | 2,155               |       | <u>(1)</u>                                     | 06/30/2024 | Common<br>Stock         | 2,155.00     | \$ 0       | 2,155                      | D                |                        |
| buy)  |                  |                  |                                  |               |      |                     |       |  |            | Stock                   |              |            |                            |                  |                        |

## **Reporting Owners**

|   | Relationships |           |         |       |  |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address  | Director      | 10% Owner | Officer | Other |  |  |  |  |
| KIRBY PAMELA J<br>C/O SCYNEXIS, INC.,<br>3501 C TRICENTER BOULEVARD<br>DURHAM, NC 27713 | Х             |           |         |       |  |  |  |  |

### Signatures

| /s/ Eileen Pruette, by power of attorney | 10/02/2014 |
|--|------------|
| **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 on the date of the grant.

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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