

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 25, 2015

SCYNEXIS, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-36365

(Commission
File Number)

56-2181648

(IRS Employer
Identification No.)

**3501-C Tricenter Boulevard
Durham, North Carolina 27713**

(Address of principal executive offices, including zip code)

(919) 544-8600

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers.**

(d) Election of Directors

On February 25, 2015, the SCYNEXIS Board of Directors (the “Board”) appointed Steven C. Gilman, Ph.D. as a member of the Board, effective February 25, 2015. Further, Dr. Gilman was appointed as a member of the Audit Committee and as a member of the Nominating and Governance Committee. Dr. Gilman will serve until the SCYNEXIS 2015 Annual Meeting of Stockholders or until his earlier death, resignation or removal.

Dr. Gilman will receive compensation as a non-employee director of SCYNEXIS under SCYNEXIS’s standard compensation arrangement with its non-employee directors, as amended by our Board on February 25, 2015, and set forth on Exhibit 10.1 attached hereto.

Item 9.01 Financial Statements and Exhibits

Exhibit No. Description

10.1 Compensation Arrangement with Non-Employee Directors

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SCYNEXIS, Inc.

Dated: March 3, 2015

By: /s/ Charles F. Osborne, Jr.

Charles F. Osborne, Jr.

Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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10.1	Compensation Arrangement with Non-Employee Directors
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COMPENSATION ARRANGEMENT WITH NON-EMPLOYEE DIRECTORS

1. Each non-employee director receives an annual base cash retainer of \$35,000 for such service, to be paid quarterly. In addition, the chairman of the Board receives an additional annual base cash retainer of \$10,000, to be paid quarterly. If a new non-employee director joins the Board, the new director will receive an annual base cash retainer of \$40,000 for such service, to be paid quarterly. In addition, if the new director is appointed as chairman of the Board, the new director receives an additional annual base cash retainer of \$20,000, to be paid quarterly.
2. In addition, each member of a committee receives compensation for service on a committee as follows:
 - a. The chairperson of the audit committee receives an annual cash retainer of \$15,000 for this service, paid quarterly, and each of the other members of the audit committee receives an annual cash retainer of \$7,000, paid quarterly.
 - b. The chairperson of the compensation committee receives an annual cash retainer of \$10,000 for this service, paid quarterly, and each of the other members of the compensation committee receive an annual cash retainer of \$5,000, paid quarterly.
 - c. The chairperson of the nominating and corporate governance committee receive an annual cash retainer of \$7,000 for this service, paid quarterly, and each of the other members of the nominating and corporate governance committee receive an annual cash retainer of \$3,500, paid quarterly.
3. Each year on the date of the SCYNEXIS annual meeting of stockholders, each non-employee director will automatically be granted an option to purchase 3,480 shares of common stock, and the chairman will be granted an additional option to purchase 1,740 shares of common stock. If a new board member joins the Board, the director will be granted an initial option to purchase 7,830 shares of common stock, and if a new chairman joins the Board, the chairman will be granted an additional initial option to purchase 3,480 shares of common stock. Annual option grants and initial option grants to new board members will have an exercise price per share equal to the fair market value of a share of common stock on the date of grant and will vest in full on the earlier of the next annual meeting of stockholders to occur in the year following the date of grant and the one year anniversary of the date of grant; provided, that the non-employee director is providing continuous services on the applicable vesting date.

In addition, each non-employee director may elect to receive nonstatutory stock options in lieu of all or a portion of the cash compensation to which the non-employee director would otherwise be entitled to, as described above. Each non-employee director shall make their election prior to the period in which the compensation is to be earned. For each non-employee director electing to receive a nonstatutory stock option in lieu of such cash compensation, the date on which the nonstatutory stock options will be granted will be the date on which the cash compensation would otherwise have been paid, which is generally the first business day of each fiscal quarterly period, and the number of shares underlying such stock option will be determined by (i) dividing the cash compensation that the non-employee director elects to forgo in exchange for such nonstatutory stock options by 0.65, and (ii) dividing the result by the fair market value of a share of common stock on the date of grant. Each nonstatutory stock option granted in lieu of cash compensation pursuant to a non-employee director's election will be 100% vested on the date of grant. After a

non-employee director has elected to receive nonstatutory stock options in lieu of cash compensation, the option grants made to that non-employee director are awarded automatically pursuant to the previously described policy and no further action is required by the Company's Board.