

**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)

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

3501 C Tricenter Boulevard
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

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
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

<u>Exhibit Number</u>	<u>Description</u>
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.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yves J. Ribeill</u> Yves J. Ribeill	Chief Executive Officer (Principal Executive Officer)	December 8, 2014
<u>/s/ Charles F. Osborne</u> Charles F. Osborne	Chief Financial Officer (Principal Financial and Accounting Officer)	December 2, 2014
<u>/s/ Pamela J. Kirby, Ph.D.</u> Pamela J. Kirby, Ph.D.	Director	December 2, 2014
<u>/s/ Laurent Arthaud</u> Laurent Arthaud	Director	December 2, 2014
<u>/s/ Guy Macdonald</u> Guy Macdonald	Director	December 2, 2014
<u>/s/ Ann F. Hanham, Ph.D.</u> Ann F. Hanham, Ph.D.	Director	December 2, 2014
<u>/s/ Patrik J. Langlois, Ph. D.</u> Patrick J. Langlois, Ph.D.	Director	December 2, 2014
<u>/s/ Marco Taglietti</u> Marco Taglietti	Director	December 2, 2014
<u>/s/ Jean-Yves Nothias, Ph.D.</u> Jean-Yves Nothias, Ph.D.	Director	December 2, 2014
<u>/s/ Edward E. Penhoet, Ph.D.</u> Edward E. Penhoet, Ph.D.	Director	December 2, 2014

EXHIBIT INDEX

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(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.



Matthew B. Hemington
T: +1 650 843 5062
hemingtonmb@cooley.com

Exhibit 5.1

December 18, 2014

SCYNEXIS, Inc.
3501 C Tricenter Boulevard
Durham, North Carolina 27713

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by SCYNEXIS, Inc., a Delaware corporation (the "**Company**"), of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission, covering the offering of up to 351,653 shares of the Company's Common Stock, \$0.001 par value (the "**Shares**"), pursuant to the Company's 2014 Equity Incentive Plan (the "**2014 Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect and (c) the 2014 Plan and such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

Our opinion is expressed only with respect to the federal laws of the United States of America and the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2014 Plan, the Registration Statement, and related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Matthew B. Hemington
Matthew B. Hemington

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of SCYNEXIS, Inc. of our report dated February 27, 2014 (March 18, 2014 as to the fifth, sixth, and seventh paragraphs of Note 18, and April 30, 2014 as to the ninth and tenth paragraphs of Note 18) relating to the financial statements of SCYNEXIS, Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph referring to going concern uncertainty), appearing in the Registration Statement on Form S-1 (No. 333-194192) as amended, and related Prospectus dated May 2, 2014 of SCYNEXIS, Inc.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina

December 17, 2014