

FORM 4

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

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

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 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			2. Issuer Name and Ticker or Trading Symbol SCYNEXIS INC [SCYX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____		
(Last) (First) (Middle) ONE EMBARCADERO CENTER, 37TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 05/07/2014					
(Street) SAN FRANCISCO, CA 94111			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/07/2014		X		4,551	A	\$ 0.2	4,551	D (1)	
Common Stock	05/07/2014		X		4,551	A	\$ 0.2	9,102	D (1)	
Common Stock	05/07/2014		X		82,454	A	\$ 0.2	91,556	D (1)	
Common Stock	05/07/2014		C		161,238	A	(3)	252,794	D (1)	
Common Stock	05/07/2014		C		50,239	A	(4)	303,033	D (1)	
Common Stock	05/07/2014		C		69,476	A	(4)	372,509	D (1)	
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 (1) (2)
Common Stock	05/07/2014		X		174	A	\$ 0.2	348	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)
Common Stock	05/07/2014		X		3,033	A	\$ 0.2	3,381	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)
Common Stock	05/07/2014		C		5,931	A	(3)	9,312	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)
Common Stock	05/07/2014		C		1,848	A	(4)	11,160	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)
Common Stock	05/07/2014		C		2,642	A	(5)	13,802	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)
Common Stock	05/07/2014		P		31,934	A	\$ 10	45,736	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)

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	2. Conversion	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative	10. Ownership	11. Nature of Indirect
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Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	Code (Instr. 8)				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		Securities (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or 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	\$ 0	0	D (1)			
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X			4,551	05/15/2012	05/14/2017	Common Stock	4,551	\$ 0	0	D (1)			
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X			82,454	12/11/2013	12/10/2018	Common Stock	82,454	\$ 0	0	D (1)			
Series C Preferred Stock	(3)	05/07/2014		C			570,159	(3)	(3)	Common Stock	161,238	\$ 0	0	D (1)			
Series D-1 Preferred Stock	(4)	05/07/2014		C			1,024,876	(4)	(4)	Common Stock	50,239	\$ 0	0	D (1)			
Series D-2 Preferred Stock	(5)	05/07/2014		C			1,417,315	(5)	(5)	Common Stock	69,476	\$ 0	0	D (1)			
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X			174	12/07/2011	12/06/2016	Common Stock	174	\$ 0	0	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)		
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X			174	05/15/2012	05/14/2017	Common Stock	174	\$ 0	0	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)		
Common Stock Warrant (right to buy)	\$ 0.2	05/07/2014		X			3,033	12/11/2013	12/10/2018	Common Stock	3,033	\$ 0	0	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)		
Series C Preferred Stock	(3)	05/07/2014		C			20,975	(3)	(3)	Common Stock	5,931	\$ 0	0	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)		
Series D-1 Preferred Stock	(4)	05/07/2014		C			37,702	(4)	(4)	Common Stock	1,848	\$ 0	0	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)		
Series D-2 Preferred Stock	(5)	05/07/2014		C			53,915	(5)	(5)	Common Stock	2,642	\$ 0	0	I	By Alta Embarcadero BioPharma Partners II, LLC (1) (2)		

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		X		

SAN FRANCISCO, CA 94111 CHAMPSI FARAH ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111		X		
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Signatures

By: /s/ Farah Champs, Managing Director		05/08/2014
		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 Champs (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. Champs may be deemed to have voting and
- (1) 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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