

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): December 2, 2020

SCYNEXIS, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36365
(Commission
File Number)

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

1 Evertrust Plaza, 13th Floor
Jersey City, New Jersey 07302-6548
(Address of Principal Executive Offices, and Zip Code)

(201)-884-5485
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 *see* General Instruction A.2. below:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	SCYX	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On December 2, 2020, SCYNEXIS, Inc. ("SCYNEXIS") and Merck Sharp & Dohme Corp. ("Merck") amended the License Agreement between SCYNEXIS, Inc. and Merck, dated May 24, 2013 (together with prior amendments, the "Agreement"). The amendment eliminates two cash milestone payments that SCYNEXIS would have paid to Merck upon:

1. First filing of a New Drug Application (NDA), triggered by the U.S. Food and Drug Administration's (FDA) acceptance for filing of SCYNEXIS's NDA for ibrexafungerp for the treatment of vulvovaginal candidiasis (VVC), and
2. First marketing approval in the U.S., anticipated in June 2021 for SCYNEXIS's NDA for ibrexafungerp for the treatment of VVC.

Such cash milestone payments would have been creditable against future royalties owed to Merck on net sales of ibrexafungerp. With the amendment, these milestones will not be paid in cash and, accordingly, credits will not accrue. Pursuant to the amendment, SCYNEXIS will also forfeit the credits against future royalties that it had accrued from a prior milestone payment already paid to Merck. All other key terms of the Agreement are unchanged.

Signature

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.

Date: December 8, 2020

By: /s/ Marco Taglietti

Name: Marco Taglietti, M.D.

Its: Chief Executive Officer