
**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.)

**1 Evertrust Plaza, 13th Floor
Jersey City, New Jersey 07302-6548
(201) 884-5485**
(Address of principal executive offices) (Zip code)

**SCYNEXIS, Inc. 2014 Equity Incentive Plan
SCYNEXIS, Inc. 2014 Employee Stock Purchase Plan**
(Full title of the plan)

**Marco Taglietti, M.D.
Chief Executive Officer
SCYNEXIS, Inc.
1 Evetrust Plaza, 13th Floor
Jersey City, NJ 07302-6548
(201) 884-5485**
(Name, address, including zip code, and 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, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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.

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, reserved for future grant under Registrant’s 2014 Equity Incentive Plan	1,918,879 shares	\$1.21	\$2,321,843.59	\$281.41
Common Stock, par value \$0.001 per share, reserved for future grant under Registrant’s 2014 Employee Stock Purchase Plan	29,411 shares	\$1.21	\$35,587.31	\$4.31
Total	1,948,290 shares		\$2,357,430.90	\$285.72

- (1) Represents additional shares issuable under the Registrant’s 2014 Equity Incentive Plan and 2014 Employee Stock Purchase Plan (collectively, the “Plans”) by reason of the automatic share increase provisions of each of the Plans. Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the Plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.
- (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 \$1.21, which is the average of the high and low selling prices of the Registrant’s Common Stock as reported on The Nasdaq Global Market on March 8, 2019.

EXPLANATORY NOTE

SCYNEXIS, Inc. (the “*Registrant*”) is filing this Registration Statement on Form S-8 for the purpose of registering an aggregate of 1,948,290 additional shares of its Common Stock, issuable to eligible persons under the SCYNEXIS, Inc. 2014 Equity Incentive Plan and the SCYNEXIS, Inc. 2014 Employee Stock Purchase Plan, which Common Stock is in addition to the shares of Common Stock previously registered on the following Form S-8s (collectively, the “*Prior Form S-8s*”):

- the Registrant’s Form S-8 filed on May 16, 2014 (File No. 333-196007);
- the Registrant’s Form S-8 filed on December 18, 2014 (File No. 333-201048);
- the Registrant’s Form S-8 filed on March 17, 2015 (File No. 333-202830);
- the Registrant’s Form S-8 filed on June 6, 2015 (File No. 333-204771);
- the Registrant’s Form S-8 filed on March 7, 2016 (File No. 333-209997);
- the Registrant’s Form S-8 filed on March 13, 2017 (File No. 333-216652); and
- the Registrant’s Form S-8 filed on March 13, 2018 (File No. 333-223624).

Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8s are incorporated herein by reference and made a part hereof.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents filed by SCYNEXIS, Inc. (the “Registrant”) with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K filed on March 14, 2019.
- (b) The Registrant’s Current Reports on Form 8-K filed on January 8, 2019, January 24, 2019, February 19, 2019, and March 8, 2019.
- (c) The description of the Registrant’s common stock which is contained in the registration statement on Form 8-A filed on March 19, 2014, (File No. 001-36365) under the Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.
- (c) The other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of SCYNEXIS, Inc., as currently in effect (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).
4.2	Amended and Restated Bylaws of SCYNEXIS, Inc., as currently in effect (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).
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 [SCYNEXIS, Inc. 2014 Equity Incentive Plan \(Filed as Annex A to our Proxy Statement on Schedule 14A \(File No. 001-36365\), filed with the Securities and Exchange Commission on April 22, 2015, and incorporated herein by reference\).](#)
- 99.4 [SCYNEXIS, Inc. 2014 Employee Stock Purchase Plan \(Filed as Exhibit 99.4 to Registrant's Registration Statement on Form S-8 \(File No. 333-196007\), filed with the Securities and Exchange Commission on May 16, 2014, and incorporated herein by reference\).](#)
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Matthew B. Hemington
T: +1 650 843 5062
hemingtonmb@cooley.com

March 14, 2019

SCYNEXIS, Inc.
101 Hudson Street, Suite 3610
Jersey City, New Jersey 07302-6548

Ladies and Gentlemen:

We have acted as counsel to SCYNEXIS, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to an aggregate of 1,948,290 shares of the Company's Common Stock, par value \$0.001 per share, including (i) 1,918,879 of Common Stock (the "**2014 Shares**") issuable pursuant to the Company's 2014 Equity Incentive Plan (the "**2014 Plan**"), and (ii) 29,411 shares of Common Stock (the "**2014 ESPP Shares**" and together with the 2014 Shares, the "**Shares**") pursuant to the Company's 2014 Employee Stock Purchase Plan (the "**2014 ESPP**" and together with the 2014 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plans, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect as of the date hereof and (d) 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, and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of officers of the Company and have not sought to independently verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

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 Plans, respectively, and 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 our report dated March 14, 2019, appearing in the Annual Report on Form 10-K of SCYNEXIS, Inc. for the year ended December 31, 2018.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

March 14, 2019