

**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, 13<sup>th</sup> Floor  
Jersey City, New Jersey 07302-6548  
(201) 884-5485**  
(Address of principal executive offices) (Zip code)

**SCYNEXIS, Inc. 2015 Inducement Award Plan**  
(Full title of the plan)

**Marco Taglietti, M.D.  
Chief Executive Officer  
SCYNEXIS, Inc.  
1 Evetrust Plaza, 13<sup>th</sup> 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**

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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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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. ☐

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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 aggregate of 400,000 additional shares of its Common Stock, issuable to eligible persons under the SCYNEXIS, Inc. 2015 Inducement Award Plan (the “**Plan**”), which Common Stock is in addition to the shares of Common Stock previously registered for issuance under the Plan on the following Form S-8s (collectively, the “**Prior Form S-8s**”) pursuant to the Plan:

- the Registrant's Registration Statement on Form S-8 filed on May 10, 2021 ([File No. 333-255967](#));
- the Registrant's Registration Statement on Form S-8 filed on August 7, 2019 ([File No. 333-233084](#)); and
- the Registrant's Registration Statement on Form S-8 filed on June 5, 2015 ([File No. 333-204770](#))

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 (“SEC”) are incorporated by reference into this Registration Statement (SEC File No. 001-36365):

- (a) The Registrant's Annual Report on [Form 10-K](#) for the year ended December 31, 2021, filed with the SEC on March 29, 2022, as amended by the Registrant's Amendment No. 1 to Annual Report on [Form 10-K/A](#) filed with the SEC on May 2, 2022.
- (b) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2022 filed with the SEC on May 12, 2022.
- (c) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended June 30, 2022 filed with the SEC on August 15, 2022.
- (d) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarter ended September 30, 2022 filed with the SEC on November 9, 2022.
- (e) The Registrant's Current Reports on Form 8-K filed on [February 8, 2022](#), [March 10, 2022](#), [April 22, 2022](#), [June 17, 2022](#), [September 30, 2022](#), and [October 20, 2022](#).
- (f) The description of the Registrant's common stock which is contained in the registration statement on [Form 8-A](#) under the Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.2](#) to the Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 29, 2022.

(g) 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

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Exhibit Number	Description
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of SCYNEXIS, Inc. (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).</u></a>
4.2	<a href="#"><u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of SCYNEXIS, Inc. (Filed with the SEC as Exhibit 3.2 to our Form 10-Q, filed with the SEC on August 7, 2019, SEC File No. 001-36365, and incorporated by reference here).</u></a>
4.3	<a href="#"><u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of SCYNEXIS, Inc. (Filed with the SEC as Exhibit 3.1 to our Form 8-K, filed with the SEC on July 16, 2020, SEC File No. 001-36365, and incorporated by reference here).</u></a>
4.4	<a href="#"><u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of SCYNEXIS, Inc. (Filed with the SEC as Exhibit 3.4 to our Form 10-Q, filed with the SEC on November 9, 2022, SEC File No. 001-36365, and incorporated by reference here).</u></a>
4.5	<a href="#"><u>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 by reference here).</u></a>
5.1	<a href="#"><u>Opinion of Cooley LLP.</u></a>
23.1	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
23.2	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page of this Form S-8).</u></a>
99.1	<a href="#"><u>SCYNEXIS, Inc. Amended and Restated 2015 Inducement Award Plan. (Filed with the SEC as Exhibit 10.1 to our Form 10-Q, filed with the SEC on November 9, 2022, SEC File No. 001-36365, and incorporated by reference here).</u></a>
99.2	<a href="#"><u>Form of Stock Option Grant Notice and Stock Option Agreement under the SCYNEXIS, Inc. Amended and Restated 2015 Inducement Award Plan. (Filed with the SEC as Exhibit 10.1 to our Form 10-Q, filed with the SEC on November 9, 2022, SEC File No. 001-36365, and incorporated by reference here).</u></a>
99.3	<a href="#"><u>Form of Restricted Stock Unit Agreement under the Amended and Restated 2015 Inducement Award Plan. (Filed with the SEC as Exhibit 10.2 to our Form 10-Q, filed with the SEC on November 9, 2022, SEC File No. 001-36365, and incorporated by reference here).</u></a>
107	<a href="#"><u>Filing Fee Table.</u></a>

## 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 Jersey City, State of New Jersey, on this 8th day of November, 2022.

### SCYNEXIS, INC.

By: /s/ Marco Taglietti  
Marco Taglietti, M.D.  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoint Marco Taglietti, M.D. and Scott Sukenick, 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>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marco Taglietti</u> Marco Taglietti, M.D.	Director, Chief Executive Officer and President ( <i>Principal Executive Officer</i> )	November 8, 2022
<u>/s/ Ivor Macleod</u> Ivor Macleod	Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	November 7, 2022
<u>/s/ Guy Macdonald</u> Guy Macdonald	Chairman of the Board of Directors	November 7, 2022
<u>/s/ Armando Anido</u> Armando Anido	Director	November 7, 2022
<u>/s/ Steven C. Gilman</u> Steven C. Gilman, Ph.D.	Director	November 7, 2022
<u>/s/ Ann F. Hanham</u> Ann F. Hanham, Ph.D.	Director	November 7, 2022
<u>/s/ David Hastings</u> David Hastings	Director	November 7, 2022
<u>/s/ Brian Philippe Tinmouth</u> Brian Philippe Tinmouth	Director	November 7, 2022

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

November 10, 2022

SCYNEXIS, Inc.  
1 Evertrust Plaza, 13<sup>th</sup> Floor  
Jersey City, New Jersey 07302-6548

Ladies and Gentlemen:

We have acted as counsel to SCYNEXIS, Inc., a Delaware corporation (the “**Company**”), 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 400,000 shares (the “**Shares**”) of the Company’s Common Stock, par value \$0.001 per share (“**Common Stock**”) issuable pursuant to the Company’s 2015 Inducement Award Plan (the “**Plan**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Plan, (c) the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect and (d) originals or copies certified to our satisfaction of such records, documents, 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 of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness of such documents. As to certain factual matters, we have relied upon a certificate of officers of the Company and have not independently verified 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 Plan, the Registration Statement and related prospectus, 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 29, 2022 relating to the financial statements of Scynexis, Inc., appearing in the Annual Report on Form 10-K of Scynexis, Inc. for the year ended December 31, 2021.

/s/ *DELOITTE & TOUCHE LLP*

Morristown, NJ

November 10, 2022

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**Calculation of Filing Fee Table**  
**Form S-8**  
**SCYNEXIS, Inc.**  
**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001	457(h)	400,000	\$ 2.235	\$ 894,000	0.0001102	\$ 98.52
<b>Total Offering Amounts</b>					<u>\$ 894,000</u>		<u>\$ 98.52</u>
<b>Total Fee Offsets</b>							<u>—</u>
<b>Net Fee Due</b>							\$ 98.52

(1) 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 2015 Inducement Award Plan 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 \$2.235, 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 November 4, 2022.

