

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 15, 2014**

**SCYNEXIS, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-36365**

(Commission  
File Number)

**56-2181648**

(IRS Employer  
Identification No.)

**3501-C Tricenter Boulevard  
Durham, North Carolina 27713**

(Address of principal executive offices, including zip code)

**(919) 544-8600**

(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:

- 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))
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**Item 1.01. Amendment to a Material Definitive Agreement.**

On December 15, 2014, SCYNEXIS, Inc. and Merck Sharp & Dohme Corp. ("Merck") amended the Termination and License Agreement between SCYNEXIS, Inc. and Merck, dated May 24, 2013 (the "Agreement"). The amendment defers the remittance of a milestone payment due to Merck under Section 5.1(a) of the Agreement, such that no amount will be due upon initiation of the first Phase 2 clinical trial of a product containing the SCY-078 compound (the "Deferred Milestone"). The amendment also increases, in an amount equal to the Deferred Milestone, the milestone payment that will be due upon initiation of the first Phase 3 clinical trial of a product containing the SCY-078 compound. Except as described above, all other terms and provisions of the Agreement remain in full force and effect.

**SIGNATURES**

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.**

Dated: December 17, 2014

By: /s/ Eileen C. Pruette  
Eileen C. Pruette  
General Counsel