

**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.)

**3501 C Tricenter Boulevard
Durham, North Carolina 27713
(919) 544-8600**

(Address of principal executive offices) (Zip code)

SCYNEXIS, Inc. 2014 Equity Incentive Plan
(Full title of the plan)

**Marco Taglietti, M.D.
Chief Executive Officer
SCYNEXIS, Inc.
3501 C Tricenter Boulevard
Durham, North Carolina 27713
(919) 544-8600**

(Name and address of agent for service) (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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

		Proposed	Proposed	
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Title of Securities to be Registered	Amount to be Registered (1)	Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	510,726 shares	\$8.64	\$4,412,672.64	\$512.75

- (1) Represents additional shares issuable under the SCYNEXIS, Inc. 2014 Equity Incentive Plan (the “*2014 EIP*”) approved by the stockholders of the Company on June 4, 2015. 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 2014 EIP 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 \$8.64, 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 June 2, 2015.

EXPLANATORY NOTE

SCYNEXIS, Inc. (the “*Registrant*”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional 510,726 shares of its common stock, issuable to eligible persons under the SCYNEXIS, Inc. 2014 Equity Incentive 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); and
- the Registrant’s Form S-8 filed on March 17, 2015 (File No. 333-202830).

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 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1 (1)	Amended and Restated Certificate of Incorporation of SCYNEXIS, Inc., as currently in effect.
4.2 (2)	Amended and Restated Bylaws of SCYNEXIS, Inc., as currently in effect.
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 (3)	SCYNEXIS, Inc. 2014 Equity Incentive Plan
(1)	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.
(2)	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.
(3)	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.

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 Durham, State of North Carolina, on this 5th day of June, 2015.

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 and Charles F. Osborne, 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>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marco Taglietti</u> Marco Taglietti	Chief Executive Officer <i>(Principal Executive Officer)</i>	June 4, 2015
<u>/s/ Charles F. Osborne</u> Charles F. Osborne	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 4, 2015
<u>/s/ Yves J. Ribeill, Ph.D.</u> Yves J. Ribeill, Ph.D.	President and Director	June 4, 2015
<u>/s/ Guy Macdonald</u> Guy Macdonald	Director	June 4, 2015
<u>/s/ Steven C. Gilman, Ph.D.</u> Steven C. Gilman, Ph.D.	Director	June 4, 2015
<u>/s/ Ann F. Hanham, Ph.D.</u> Ann F. Hanham, Ph.D.	Director	June 4, 2015
<u>/s/ Patrick J. Langlois, Ph.D.</u> Patrick J. Langlois, Ph.D.	Director	June 4, 2015
<u>/s/ Edward E. Penhoet, Ph.D.</u> Edward E. Penhoet, Ph.D.	Director	June 4, 2015

EXHIBIT INDEX

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(3)	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.



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

June 5, 2015

SCYNEXIS, Inc.
3501 C Tricenter Boulevard
Durham, North Carolina 27713

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 510,726 of the Company's Common Stock, par value \$0.001 per share (the "**Shares**") issuable pursuant to the Company's 2014 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plan, (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, 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.

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 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 SCYNEXIS, Inc. of our report dated March 30, 2015 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, 2014.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina
June 5, 2015