

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Osborne, Jr. Charles F			2. Issuer Name and Ticker or Trading Symbol SCYNEXIS INC [SCYX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Chief Financial Officer		
(Last) (First) (Middle) C/O SCYNEXIS, INC., 3501 C TRICENTER BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 06/18/2014					
(Street) DURHAM, NC 27713			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 9.64	06/18/2014		A		960		(1)	06/17/2024	Common Stock	960	(2)	960	D	
Stock Option (right to buy)	\$ 20.4	06/18/2014		D		960		(1)	10/21/2014	Common Stock	960	(2)	0	D	
Stock Option (right to buy)	\$ 9.64	06/18/2014		A		934		(1)	06/17/2024	Common Stock	934	(2)	934	D	
Stock Option (right to buy)	\$ 20.4	06/18/2014		D		934		(1)	04/27/2015	Common Stock	934	(2)	0	D	
Stock Option (right to buy)	\$ 9.64	06/18/2014		A		490		(1)	06/17/2024	Common Stock	490	(2)	490	D	
Stock Option (right to buy)	\$ 20.4	06/18/2014		D		490		(1)	04/19/2016	Common Stock	490	(2)	0	D	
Stock Option (right to buy)	\$ 9.64	06/18/2014		A		1,225		(1)	06/17/2024	Common Stock	1,225	(2)	1,225	D	
Stock Option (right to buy)	\$ 20.4	06/18/2014		D		1,225		(1)	04/25/2017	Common Stock	1,225	(2)	0	D	
Stock Option	\$ 9.64	06/18/2014		A		808		(1)	06/17/2024	Common	808	(2)	808	D	

(right to buy) Stock Option (right to buy)	\$ 20.4	06/18/2014								Stock					
			D			808	(1)	04/17/2018	Common Stock	808	(2)	0	D		
Stock Option (right to buy)	\$ 9.64	06/18/2014								Common Stock	1,225	(2)	1,225	D	
			A			1,225	(1)	06/17/2024	Common Stock	1,225	(2)	1,225	D		
Stock Option (right to buy)	\$ 25.5	06/18/2014								Common Stock	1,225	(2)	0	D	
			D			1,225	(1)	04/22/2019	Common Stock	1,225	(2)	0	D		
Stock Option (right to buy)	\$ 9.64	06/18/2014								Common Stock	1,470	(3)	1,470	D	
			A			1,470	(1)	06/17/2024	Common Stock	1,470	(3)	1,470	D		
Stock Option (right to buy)	\$ 25.91	06/18/2014								Common Stock	1,470	(3)	0	D	
			D			1,470	(1)	07/14/2020	Common Stock	1,470	(3)	0	D		
Stock Option (right to buy)	\$ 9.64	06/18/2014								Common Stock	833	(3)	833	D	
			A			833	(1)	06/17/2024	Common Stock	833	(3)	833	D		
Stock Option (right to buy)	\$ 30.6	06/18/2014								Common Stock	833	(3)	0	D	
			D			833	(1)	04/20/2020	Common Stock	833	(3)	0	D		
Stock Option (right to buy)	\$ 9.64	06/18/2014								Common Stock	57,420	\$ 0	57,420	D	
			A			57,420	(4)	06/17/2024	Common Stock	57,420	\$ 0	57,420	D		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osborne, Jr. Charles F C/O SCYNEXIS, INC. 3501 C TRICENTER BOULEVARD DURHAM, NC 27713			Chief Financial Officer	

Signatures

/s/ Eileen Pruette, by power of attorney		06/19/2014
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option is fully vested.

The re-pricing of the option is subject to the approval of the Company's stockholders. In connection with the re-pricing of the option, the option was further amended to provide that the term of the option shall be extended until June 17, 2024 and, in the event of the holder's termination of services with the Company, the holder shall have the right to exercise any vested shares under the option until the expiration of the option. In connection with the amendments, the original option is deemed canceled and replaced with a new option.

(3) In connection with the re-pricing of the option, the option was further amended to provide that the term of the option shall be extended until June 17, 2024. In connection with the amendments, the original option is deemed canceled and replaced with a new option.

(4) The option vests in 48 equal monthly installments from the grant date of June 18, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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