

SCYNEXIS INC
Form 4
May 08, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ventech Capital II

2. Issuer Name and Ticker or Trading Symbol
SCYNEXIS INC [SCYX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
47 AVENUE DE L'OPERA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2014

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

PARIS CEDEX 07, IO 75002

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/07/2014 | | X | | 14,005 | A | \$ 0.2 |
| Common Stock | 05/07/2014 | | X | | 14,005 | A | \$ 0.2 |
| Common Stock | 05/07/2014 | | X | | 43,704 | A | \$ 0.2 |
| Common Stock | 05/07/2014 | | C | | 30,930 | A | ① 102,644 |
| Common Stock | 05/07/2014 | | C | | 96,294 | A | ② 198,938 |
| | 05/07/2014 | | C | | 39,685 | A | ③ 238,623 |

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| | | | | | | | |
|--------------|------------|--|---|---------|---|-------|-----------|
| Common Stock | | | | | | | |
| Common Stock | 05/07/2014 | | C | 147,588 | A | (4) | 386,211 D |
| Common Stock | 05/07/2014 | | P | 28,000 | A | \$ 10 | 414,211 D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Common Stock Warrant (right to buy) | \$ 0.2 | 05/07/2014 | | X | | 14,005 | 12/07/2011 | 12/06/2016 | Common Stock 14,000 |
| Common Stock Warrant (right to buy) | \$ 0.2 | 05/07/2014 | | X | | 14,005 | 05/15/2012 | 05/14/2017 | Common Stock 14,000 |
| Common Stock Warrant (right to buy) | \$ 0.2 | 05/07/2014 | | X | | 43,704 | 12/11/2013 | 12/10/2018 | Common Stock 43,704 |
| Series B Preferred Stock | (1) | 05/07/2014 | | C | | 109,879 | (1) | (1) | Common Stock 30,900 |
| Series C Preferred Stock | (2) | 05/07/2014 | | C | | 340,509 | (2) | (2) | Common Stock 96,200 |
| | (3) | 05/07/2014 | | C | | 809,584 | (3) | (3) | 39,600 |

| | | | | | | | | | |
|-------------------------------------|-----|------------|---|-----------|-----|-----|--|-----------------|------|
| Series D-1 Preferred Stock | | | | | | | | Common Stock | |
| Series D-2 Preferred Stock | (4) | 05/07/2014 | C | 3,010,807 | (4) | (4) | | Common Stock | 147, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ventech Capital II 47 AVENUE DE L'OPERA PARIS CEDEX 07, IO 75002 | | | X | |

Signatures

By: /s/ Mounia Chaoui, venture Partner to
Ventech

05/08/2014

__Signature of Reporting Person

Date

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) Upon closing of the Issuer's initial public offering, each share of Series B Preferred Stock converted automatically into shares of common stock of the Issuer on a 1-for-3.536 basis, and had no expiration date.
 - (2) Upon closing of the Issuer's initial public offering, each share of Series C Preferred Stock converted automatically into shares of common stock of the Issuer on a 1-for-3.536 basis, and had no expiration date.
 - (3) Upon closing of the Issuer's initial public offering, each share of Series D-1 Preferred Stock converted automatically into shares of common stock of the Issuer on a 1-for-20.4 basis, and had no expiration date.
 - (4) Upon closing of the Issuer's initial public offering, each share of Series D-2 Preferred Stock converted automatically into shares of common stock of the Issuer on a 1-for-20.4 basis, and had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.