

CERRONE GABRIEL
Form 4/A
January 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
CERRONE GABRIEL

2. Issuer Name and Ticker or Trading Symbol
SYNERGY PHARMACEUTICALS, INC. [SGYP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2013

C/O SYNERGY PHARMACEUTICALS INC., 420 LEXINGTON AVENUE, SUITE 1609

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/22/2013

NEW YORK, NY 10170

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	01/17/2013		A		393,023	A	11
Common Stock					187,470	D	

By Panetta Partners, Ltd. (2)

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

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 7.23	01/17/2013		A		46,954	04/22/2003	04/22/2013	Common Stock	46,954
Stock Options	\$ 7.23	01/17/2013		A		12,963	04/22/2003	04/22/2013	Common Stock	12,963
Stock Options	\$ 8.34	01/17/2013		A		13,493	<u>(3)</u>	06/13/2013	Common Stock	13,493
Stock Options	\$ 17.79	01/17/2013		A		17,990	04/26/2004	04/26/2014	Common Stock	17,990
Stock Options	\$ 9.45	01/17/2013		A		67,463	<u>(4)</u>	01/10/2015	Common Stock	67,463
Stock Options	\$ 5.34	01/17/2013		A		40,478	<u>(5)</u>	01/25/2017	Common Stock	40,478
Stock Options	\$ 1.45	01/17/2013		A		70,161	<u>(6)</u>	01/25/2020	Common Stock	70,161

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CERRONE GABRIEL C/O SYNERGY PHARMACEUTICALS INC. 420 LEXINGTON AVENUE, SUITE 1609 NEW YORK, NY 10170	X		Chairman	

Signatures

/s/ Gabriele Cerrone 01/22/2013

**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).

Pursuant to the Agreement and Plan of Merger, dated as of July 20, 2012, as amended October 15, 2012, by and between Synergy Pharmaceuticals Inc ("Synergy") and Callisto Pharmaceuticals, Inc. ("Callisto"), Callisto merged with and into Synergy (the "Merger"). Upon the effective time of the Merger, each share of Callisto common stock was cancelled and exchanged for .1799 shares of Synergy

- (1) common stock (the "Exchange Ratio"). Each stock option exercisable for shares of Callisto common stock that is outstanding at the effective time of the Merger was assumed by Synergy and converted into a stock option to purchase the number of shares of Synergy's common stock that the holder would have received if such holder had exercised such stock option for shares of Callisto common stock prior to the Merger and exchanged such shares for Synergy common stock in accordance with the Exchange Ratio.
- (2) Mr. Cerrone is the sole director of Panetta Partners Ltd. and in such capacity exercise voting and dispositive control over securities owned by Panetta Partners Ltd. despite him having only a small pecuniary interest in such securities.
- (3) 4,497 options vested on each of July 1, 2004, 2005 and 2006, respectively.
- (4) 33,731 options vested on each of December 27, 2005 and 2006, respectively.
- (5) 13,493 options vested on each of December 31, 2007, 2008 and 2009, respectively.
- (6) 23,387 options vested on each of January 25, 2011 and 2012, respectively and 23,387 will vest on January 25, 2013.

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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