

SYNERGY PHARMACEUTICALS, INC.

Form 3

March 03, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Griffin Patrick</p> <p>(Last) (First) (Middle)</p> <p>C/O SYNERGY PHARMACEUTICALS, INC., 420 LEXINGTON AVENUE, SUITE 2012</p> <p>(Street)</p> <p>NEW YORK, NY 10170</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/25/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SYNERGY PHARMACEUTICALS, INC. [SGYP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Exec VP&amp;Chief Medical Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	05/24/2013 <sup>(1)</sup>	05/24/2023	Common Stock	300,000	\$ 5.16	D	Â
Stock Options	07/12/2013 <sup>(2)</sup>	07/12/2023	Common Stock	50,000	\$ 4.4	D	Â
Stock Options	06/10/2014 <sup>(3)</sup>	06/10/2024	Common Stock	100,000	\$ 4.24	D	Â
Stock Options	12/06/2014 <sup>(4)</sup>	12/06/2024	Common Stock	175,000	\$ 2.98	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Griffin Patrick C/O SYNERGY PHARMACEUTICALS, INC., 420 LEXINGTON AVENUE, SUITE 2012 NEW YORK, NY 10170	Â	Â	Â	Exec VP&Chief Medical Officer	Â

## Signatures

/s/ Patrick Griffin 03/03/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Stock Options vest in accordance with the following schedule: 100,000 on each of the first, second and third anniversary of the date of issuance.
- (2) The Stock Options vest in accordance with the following schedule: 16,667 of the stock options vest on the first anniversary of the date of issuance and 16,666 vests on each of the second and third anniversary of the date of issuance.
- (3) The Stock Options vest in accordance with the following schedule: 33,333 of the stock options vest on each of the first and second anniversary of the date of issuance and 33,334 vests on the third anniversary of the date of issuance.
- (4) The Stock Options vest in accordance with the following schedule: 58,333 of the stock options vest on each of the first and second anniversary of the date of issuance and 58,334 vests on the third anniversary of the date of issuance.

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.