

SYNERGY PHARMACEUTICALS, INC.  
Form RW WD  
November 14, 2011

**SYNERGY PHARMACEUTICALS, INC.**

**420 Lexington Avenue, Suite 1609**

**New York, NY 10170**

November 14, 2011

VIA ELECTRONIC SUBMISSION

Securities and Exchange Commission

Division of Corporate Finance

100 F Street, N.E.

Washington, D.C. 20549

Attention: Karen Ubell

Re: Synergy Pharmaceuticals, Inc.

File No. 333-177730

Application for Withdrawal of Registration Statement

Ladies and Gentlemen:

The request filed by Synergy Pharmaceuticals, Inc. (the Company) on November 10, 2011 for withdrawal of the registration statement on Form S-3 (File No. 333-177730) is hereby withdrawn.

Should you have any questions concerning the foregoing, please contact the undersigned at (212) 297-0020 or Jeffrey Fessler of Sichenzia Ross Friedman Ference LLP, the Company's legal counsel, at (212) 398-4627.

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SYNERGY PHARMACEUTICALS, INC.

By: /s/ Gary S. Jacob  
Gary S. Jacob  
Chief Executive Officer

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