

SYNERGY PHARMACEUTICALS, INC.
Form 8-A12B/A
November 30, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-A/A

(Amendment No. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

SYNERGY PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

Florida
(State or Other Jurisdiction of
Incorporation or Organization)

333-131722
(Commission File Number)

20-3823853
(IRS Employer
Identification No.)

420 Lexington Avenue, Suite 1609,

New York, New York 10170

(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

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Title of each class to be registered: **Units, each consisting of two shares of Common Stock and one Warrant to purchase one share of Common Stock**

Common Stock, par value \$0.0001 per share

Warrants to purchase Common Stock

Name of each exchange on which each class is to be registered: **The NASDAQ Stock Market LLC**

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates: **None**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

EXPLANATORY NOTE

This Amendment No. 1 to Form 8-A/A is filed to amend the information set forth in the Registration Statement on Form 8-A filed by Synergy Pharmaceuticals, Inc. (the Company) on August 3, 2011.

Item 1. Description of Registrant's Securities to be Registered.

The description of the units, common stock and warrants of Synergy Pharmaceuticals, Inc. (the Registrant), as included under the caption Description of Units, Description of Capital Stock and Description of Warrants, respectively, in the prospectus forming a part of the Registration Statement on Form S-3, as amended (Registration No. 333-163316) (the Registration Statement), filed under the Securities Act of 1933, as amended (the Act), is incorporated by reference herein. In addition, any description of such securities contained in a form of prospectus relating to the Registration Statement subsequently filed by the Company pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SYNERGY PHARMACEUTICALS, INC.

Date: November 30, 2011

By:

/s/ Gary S. Jacob

Name: Gary S. Jacob

Title: Chief Executive Officer