

SYNERGY PHARMACEUTICALS, INC.

Form 8-K

December 07, 2009

## **UNITED STATES**

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 1, 2009**

## 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, NY 10170**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(212) 297-0020**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 1, 2009, Synergy Pharmaceuticals, Inc. (the Company ) filed its Amended and Restated Articles of Incorporation with the State of Florida which, among other things, increased the number of authorized shares of common stock, par value \$.0001 per share that the Company is authorized to issue from one hundred fifty million (150,000,000) shares to two hundred million (200,000,000) shares.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Amended and Restated Articles of Incorporation of Synergy Pharmaceuticals, Inc.

**SIGNATURE**



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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 7, 2009

SYNERGY PHARMACEUTICALS, INC.

By: /s/ Gary S. Jacob  
Gary S. Jacob, Ph.D.  
President and Chief Executive Officer

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