

SYNERGY PHARMACEUTICALS, INC.

Form 8-K/A

March 03, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **February 25, 2010**

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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Explanatory Note

On March 3, 2010, we filed a Current Report on Form 8-K disclosing an amendment to our Amended and Restated Bylaws. The Form 8-K did not include an exhibit setting forth the amendment to the Amended and Restated Bylaws. Accordingly, we are filing this amendment to our Form 8-K to provide such exhibit.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.2 Form of Amendment to Amended and Restated Bylaws 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: March 3, 2010

SYNERGY PHARMACEUTICALS, INC.

By:

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