

SYNERGY PHARMACEUTICALS, INC.
Form DEFA14A
April 14, 2015

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Synergy Pharmaceuticals Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

The Annual Meeting of Stockholders of Synergy Pharmaceuticals Inc. will be held on June 8, 2015, at 10:00 a.m. local time at the Company's offices located at 420 Lexington Avenue, Suite 2012, New York, New York 10170

PROXY STATEMENT AND 2014 ANNUAL REPORT ON FORM 10-K ARE AVAILABLE AT:

<http://www.pstvote.com/synergy2015>

Dear Stockholder:

The Annual Meeting of Stockholders of Synergy Pharmaceuticals Inc. has been called to consider and act upon the following matters:

- Election of six Directors;

- Amend the Company's Second Amended and Restated Certificate of Incorporation, as amended, to increase the number of shares of common stock authorized for issuance from 200,000,000 to 350,000,000.

- Amend the Company's 2008 Equity Compensation Incentive Plan, as amended, to increase the number of shares of common stock reserved for issuance from 15,000,000 to 30,000,000.

- Ratification of BDO USA, LLP as Synergy's independent registered public accountants for fiscal year ending December 31, 2015.

Our Board of Directors recommends a vote FOR all nominees listed in proposal 1 and FOR proposals 2,3 and 4.

You are receiving this communication because you hold shares in the company named above. Complete proxy materials, including the proxy card, are available to you on-line at <http://www.pstvote.com/synergy2015> or upon your request by e-mail or first-class mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

This is not a ballot. You cannot use this notice to vote your shares. You may vote on-line, by mail or in person. If you wish to vote on-line, you will need your **Control Number** (which can be found in the bottom right hand corner of this notice) and the web address, all of which will be included with or on the proxy card located on the Internet website stated above or mailed to you at your request. No other personal information will be required in order to vote in this manner. If you wish to vote by mail, simply print out the proxy card located on the Internet website stated above, mark the proxy card accordingly, sign and return it to us at the address indicated on the proxy card. If you wish to vote in person at the Annual Meeting of Stockholders, simply check the box on the proxy card that you plan to attend. Your proxy card will not be used if you vote in person. Please check the meeting materials for any special requirements for meeting attendance and how to obtain directions to the meeting.

«Proxy #»

Control Number: «Control #»

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on June 8, 2015:

(1) **This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

(2) The Proxy Statement and 2014 Annual Report on Form 10-K are available at <http://www.pstvote.com/synergy2015>.

(3) If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 24, 2015 to facilitate timely delivery.

To request a paper copy of these items:

- Call our toll-free number (866) 223-0448; or
- Visit our website at <http://www.pstvote.com/synergy2015>; or
- Send us an e-mail at info@philadelphiastocktransfer.com.

Please clearly identify the items you are requesting; Synergy Pharmaceuticals Inc., and your name along with the Control Number located in the lower right hand corner of this notice and the name and address to which the materials should be mailed.

By Order of the Board of Directors

/s/ Bernard F. Denoyer

Bernard F. Denoyer
Secretary

Control Number: «Control #»

