SCYNEXIS INC
Form SC 13G
May 09, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Scynexis, Inc.

(Name of Issuer)

Common Stock $0.001 par value

(Title of Class of Securities)

811292101

(CUSIP Number)

May 7, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)
x Rule 13d-1(c)
o Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.

1.	Names of Reporting Persons SANOFI		
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o (b) o		
3.	SEC Use Only		
4.	Citizenship or Place of Organization The Republic of France		
Number of Shares Beneficially Owned by Each Reporting Person With		5.	Sole Voting Power 1,677,057 shares
		6.	Shared Voting Power 0 share
		7.	Sole Dispositive Power 48,751 shares
		8.	Shared Dispositive Power 1,628,306 shares (*)

(*) Pursuant to a lock up agreement entered into by Merial Ltd.

9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,677,057 shares
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11.	Percent of Class Represented by Amount in Row (9) 19.27%
12.	Type of Reporting Person (See Instructions) Company

Item 1.

(a)	Name of Issuer Scynexis, Inc.	
(b)	Address of Issuer s Principal Executive Offices 3501 C Tricenter Boulevard, Durham, North Carolina 27713	

Item 2.

(a)	Name of Person Filing Sanofi
(b)	Address of Principal Business Office or, if none, Residence 54 Rue La Boétie , 75008 Paris (France)
(c)	Citizenship The Republic of France
(d)	Title of Class of Securities Common Stock $0.001 par value
(e)	CUSIP Number 811292101

Item 3. **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a)	o	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
(b)	o	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c)	o	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
(d)	o	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
(e)	o	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f)	o	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g)	o	A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
(h)	o	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i)	o	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j)	o	A non-U.S. institution in accordance with § 240.13d 1(b)(1)(ii)(J); Group, in accordance with § 240.13d 1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
(k)	o	§ 240.13d 1(b)(1)(ii)(J), please specify the type of institution:____________________________

Item 4. **Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

1,677,057

(b) Percent of class:

19.27%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

1,677,057 shares

(ii) Shared power to vote or to direct the vote

0 share

(iii) Sole power to dispose or to direct the disposition of

48,751shares

(iv) Shared power to dispose or to direct the disposition of

1,628,306 shares(*)

(*) Pursuant to a lock up agreement entered into by Merial Ltd.

Item 5. **Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Not applicable

Item 6. **Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

Item 7. **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Aventis Agriculture

Merial Limited

Aventisub Inc.

Item 8. **Identification and Classification of Members of the Group**

Not applicable

Item 9. **Notice of Dissolution of Group**

Not applicable

Item 10. Certification

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 9, 2014
Date

/s/ John Felitti
Signature

John Felitti

Associate Vice President

Corporate Law, Financial and Securities Law
Name/Title