
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): **November 30, 2011**

SYNTA PHARMACEUTICALS CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33277
(Commission File Number)

04-3508648
(IRS Employer
Identification No.)

**45 Hartwell Avenue
Lexington, MA 02421**
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(781) 274-8200**

(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:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01 Entry into a Material Definitive Agreement.

On August 4, 2011, Synta Pharmaceuticals Corp. (the “Company”) filed a shelf registration statement on Form S-3 (File No. 333-176022), which was declared effective by the Securities and Exchange Commission on August 19, 2011 (the “Registration Statement”). In connection with the filing of the Registration Statement, the Company obtained waivers of the registration rights held by the parties to the Company’s Amended and Restated Investor Rights Agreement, dated December 13, 2002, as amended (the “Investor Rights Agreement”). In consideration of these waivers, on November 30, 2011, the Company and the parties to the Investor Rights Agreement, including Keith Gollust and Bruce Kovner, directors of the Company, entered into the Third Amendment to the Investor Rights Agreement (the “Amendment”), pursuant to which the termination date of the registration rights provided for therein was extended from February 9, 2012 to February 9, 2015.

The foregoing is a summary description of the terms and conditions of the Amendment and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Third Amendment, dated November 30, 2011, to the Amended and Restated Investor Rights Agreement, dated December 13, 2002, as amended, by and among Synta Pharmaceuticals Corp. and certain stockholders of Synta Pharmaceuticals Corp.

SIGNATURES

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.

SYNTA PHARMACEUTICALS CORP.

Dated: December 1, 2011

/s/ Keith S. Ehrlich
Keith S. Ehrlich
Vice President, Finance and Administration
Chief Financial Officer

EXHIBIT INDEX

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SYNTA PHARMACEUTICALS CORP.

**THIRD AMENDMENT
TO THE
AMENDED AND RESTATED INVESTOR RIGHTS AGREEMENT**

This Third Amendment (the "Amendment") to the Amended and Restated Investor Rights Agreement, dated December 13, 2002, as amended by the First Amendment to the Amended and Restated Investor Rights Agreement, dated January 11, 2005, and the Second Amendment to the Amended and Restated Investor Rights Agreement, dated January 31, 2007, by and among Synta Pharmaceuticals Corp., a Delaware corporation (the "Company"), and the Investors named therein (collectively, the "Investor Rights Agreement"), is made as of November 30, 2011, by and among the Company and the Investors. Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the Investor Rights Agreement.

WHEREAS, Section 2 of the Investor Rights Agreement sets forth certain rights granted to the Investors with respect to the registration of the Registrable Securities (the "Registration Rights");

WHEREAS, the Company and the Investors wish to amend the Investor Rights Agreement in order to extend the date on which the Registration Rights terminate; and

WHEREAS, in accordance with Section 5.7 of the Investor Rights Agreement, by executing and delivering this Amendment, the Company and the Investors have approved this Amendment.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained in this Amendment and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendment of Investor Rights Agreement.

The Investor Rights Agreement is hereby amended by deleting Section 2.11 thereof in its entirety and by substituting in lieu thereof the following:

"2.11 Termination of Registration Rights. No Holder shall be entitled to exercise any right provided for in this Section 2 after the later to occur of (a) the date that is eight (8) years following the consummation of the Initial Offering, and (b) the date on which all of such Holder's Registrable Securities may be sold within a 90-day period pursuant to SEC Rule 144."

2. Miscellaneous.

(i) Except as contemplated by this Amendment, all of the terms and conditions of the Investor Rights Agreement shall remain in full force and effect.

(ii) This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

SIGNATURE PAGES FOLLOW

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first above written.

COMPANY:

SYNTA PHARMACEUTICALS CORP.

By: /s/ Safi R. Bahcall, Ph.D.
Name: Safi R. Bahcall, Ph.D.
Title: President and Chief Executive Officer

INVESTORS:

CxSYNTA LLC

By: /s/ Bruce Kovner

Name:

Title:

BRUCE KOVNER

/s/ Bruce Kovner

Bruce Kovner

WYANDANCH PARTNERS, L.P.

By: /s/ Keith R. Gollust

Name: Keith R. Gollust

Title: President, Gollust Management, Inc.
Its General Partner

KEITH R. GOLLUST

/s/ Keith R. Gollust

Keith R. Gollust
