
**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): **July 15, 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 December 23, 2008, as amended on February 5, 2010 and February 3, 2011, Synta Pharmaceuticals Corp. (“Synta”) entered into a Collaboration and License Agreement (the “Agreement”) with F. Hoffmann-La Roche Ltd, a Swiss corporation, and its affiliate, Hoffmann-La Roche Inc., a New Jersey corporation (together, “Roche”). Under the Agreement, Synta and Roche agreed to collaborate on the discovery, development and commercialization of compounds targeting calcium release-activated calcium modulator channels, initially directed to the treatment of inflammatory diseases.

On July 15, 2011, Synta and Roche entered into a third amendment to the Agreement with an effective date of June 30, 2011 (the “Amendment”), which extends the research license to allow Roche to continue performing research on certain specified compounds from June 30, 2011 through the term of the Agreement, which, unless earlier terminated as provided in the Agreement, continues until the expiration of Roche’s royalty obligations to Synta for all licensed products under the Agreement. As previously disclosed, the initial research term ended pursuant to the terms of the Agreement on December 31, 2010, and the research license was extended to June 30, 2011 with respect to certain specified compounds by the second amendment to the Agreement entered into on February 3, 2011 and effective January 1, 2011.

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. Synta has requested confidential treatment for certain portions of the Amendment.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
†10.1	Third Amendment, executed July 15, 2011, to Collaboration and License Agreement, dated December 23, 2008, as amended, by and between Synta Pharmaceuticals Corp. and F. Hoffmann-La Roche Ltd, and its affiliate, Hoffmann-La Roche Inc.

† Confidential portions of this document have been filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

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: July 21, 2011

/s/ Keith S. Ehrlich

Keith S. Ehrlich

Vice President, Finance and Administration

Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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†	Confidential portions of this document have been filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

THIRD AMENDMENT TO COLLABORATION AND LICENSE AGREEMENT

This Third Amendment (the "Third Amendment") executed on July 15, 2011 and is made and effective as of June 30, 2011 (the "Third Amendment Effective Date") and amends the Collaboration and License Agreement dated as of December 23, 2008 (as previously amended), between SYNTA PHARMACEUTICALS CORP., a Delaware corporation having a principal office at 45 Hartwell Avenue, Lexington, MA 02421, U.S.A. ("SYNTA"), and F. HOFFMANN-LA ROCHE LTD, a Swiss corporation having a principal office located at Grenzacherstrasse 124, CH-4070 Basel, Switzerland ("ROCHE BASEL") and HOFFMANN-LA ROCHE INC., a New Jersey corporation having a principal office at 340 Kingsland Street, Nutley, New Jersey 07110, U.S.A. ("ROCHE NUTLEY"; ROCHE BASEL and ROCHE NUTLEY together referred to as "ROCHE") (the "Agreement"). Capitalized terms shall have the meaning set forth in the Agreement.

INTRODUCTION

WHEREAS, SYNTA and ROCHE have reached agreement with respect to ROCHE having the right to continue Research related to Licensed Compounds; and

WHEREAS, the Parties wish to amend the Agreement, as described herein.

NOW THEREFORE, for and in consideration of the mutual covenants contained in this Third Amendment, the Parties agree:

1. **Research License.** SYNTA hereby grants to ROCHE for the period beginning on the Third Amendment Effective Date and continuing for the remainder of the Term, an exclusive, worldwide, paid-up right and license, without the right to grant sublicenses (except in accordance with Section 6.4), under the SYNTA Intellectual Property to enable ROCHE to perform Research relating to Licensed Compounds. As of the Third Amendment Effective Date, the compounds identified in Appendix A are deemed to be a complete list of Licensed Compounds. For clarity this list does not include Licensed Compounds returned to Synta as part of the Second Amendment executed on January 31, 2011.

2. **Effect on Agreement.** Except as amended by this Third Amendment, the Agreement shall remain in full force and effect. After the date of this Third Amendment, every reference in the Agreement to the "Agreement" shall mean the Agreement as amended by the Amendment, the First Amendment, the Second Amendment, and this Third Amendment.

[Remainder of page intentionally left blank.]

Portions of this Exhibit were omitted and have been filed separately with the Secretary of the Commission pursuant to Synta Pharmaceuticals Corp.'s application requesting confidential treatment under Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the Parties have entered into this Amendment as of the Amendment Execution Date.

SYNTA PHARMACEUTICALS CORP.

By: /s/ Keith Ehrlich

Name: Keith Ehrlich

Title: CFO

F. HOFFMANN-LA ROCHE LTD

By: /s/ Christophe Carissimo

Name: Christophe Carissimo

Title: Global Licensing Director

By: /s/ Melanie Frey Wick

Name: Dr. Melanie Frey Wick

Title: Vice Director

HOFFMANN-LA ROCHE INC.

By: /s/ Joseph S. McCracken

Name: Joseph S. McCracken

Title: Vice President

Portions of this Exhibit were omitted and have been filed separately with the Secretary of the Commission pursuant to Synta Pharmaceuticals Corp.'s application requesting confidential treatment under Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

APPENDIX A

Licensed Compounds

Portions of this Exhibit were omitted and have been filed separately with the Secretary of the Commission pursuant to Synta Pharmaceuticals Corp.'s application requesting confidential treatment under Rule 24b-2 of the Securities Exchange Act of 1934, as amended.