
**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): **August 19, 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.

As previously reported, on October 4, 2010, Synta Pharmaceuticals Corp. (the “Company”, “we” or “us”) entered into a common stock purchase agreement with Azimuth Opportunity Ltd. (“Azimuth”), for what is sometimes referred to as an equity line of credit arrangement (the “Purchase Agreement”). Pursuant to the Purchase Agreement, Azimuth is committed to purchase and we may offer, from time to time and at our sole discretion, up to the lesser of (a) \$35,000,000 of our common stock, or (b) 8,106,329 shares of common stock. The shares of our common stock to be offered and sold to Azimuth under the Purchase Agreement were originally registered on our registration statement on Form S-3 (File No. 333-152833), which registration statement was due to expire on August 28, 2011 (the “Prior Registration Statement”). On August 4, 2011, we filed a new registration statement on Form S-3 (File No. 333-176022) (the “New Registration Statement”), which was declared effective by the Securities and Exchange Commission on August 19, 2011. The shares of our common stock to be offered and sold to Azimuth under the Purchase Agreement are now registered on the New Registration Statement.

In connection with and immediately prior to the effectiveness of the New Registration Statement, on August 19, 2011, the Company and Azimuth entered into an amendment to the Purchase Agreement (the “Amendment”) in order to reflect the registration of the shares of common stock to be offered and sold to Azimuth under the Purchase Agreement on the New Registration Statement. All other terms and conditions of the Purchase Agreement remain in effect.

Following the execution of the Amendment and the effectiveness of the New Registration Statement, the Prior Registration Statement was terminated.

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	Amendment No. 1, dated August 19, 2011, to Common Stock Purchase Agreement, dated October 4, 2010, by and between Synta Pharmaceuticals Corp. and Azimuth Opportunity Ltd.

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: August 19, 2011

/s/ Keith S. Ehrlich

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

EXHIBIT INDEX

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**AMENDMENT NO. 1 TO
COMMON STOCK PURCHASE AGREEMENT**

This **AMENDMENT NO. 1** (the “*First Amendment*”) to that certain Common Stock Purchase Agreement, dated as of October 4, 2010 (the “*Agreement*”), by and between Synta Pharmaceuticals Corp., a Delaware corporation (the “*Company*”), and Azimuth Opportunity Ltd., an international business company incorporated under the laws of the British Virgin Islands (the “*Investor*”), is entered into as of August 19, 2011 (the “*First Amendment Date*”). Capitalized terms not otherwise defined herein shall have the meaning set forth in the Agreement.

RECITALS

WHEREAS, Section 4.18 of the Agreement provides that the Registration Statement was declared effective by order of the Commission on August 28, 2008, the definition of “Base Prospectus” in the Agreement refers to the Company’s prospectus, dated August 28, 2008, and the definition of “Registration Statement” refers to the registration statement on Form S-3, Commission File Number 333-152833;

WHEREAS, on August 4, 2011, the Company filed a new registration statement on Form S-3, Commission File Number 333-176022, to register the offer and sale of shares of Common Stock under the Agreement, which new registration statement was declared effective by order of the Commission on August 19, 2011;

WHEREAS, the Company and the Investor desire to utilize the new registration statement on Form S-3, Commission File Number 333-176022, in connection with the offer and sale of shares of Common Stock under the Agreement, in lieu of the registration statement on Form S-3, Commission File Number 333-152833;

WHEREAS, the Agreement remains in full force and effect;

WHEREAS, Section 9.3 of the Agreement provides that the Agreement may be amended by a written instrument signed by the Company and the Investor; and

WHEREAS, the Company and the Investor now desire to amend the Agreement as set forth herein.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises, representations, warranties, covenants and conditions set forth in the Agreement and this First Amendment, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Amendment of Section 4.18(i). Effective as of the First Amendment Date, Section 4.18(i) of the Agreement shall be amended and restated in its entirety to read as follows:

“(i) The Company has prepared and filed with the Commission in accordance with the provisions of the Securities Act the Registration Statement, including a base

prospectus relating to the Shares. The Registration Statement was declared effective by order of the Commission on August 19, 2011. As of the date hereof, no stop order suspending the effectiveness of the Registration Statement has been issued by the Commission or is continuing in effect under the Securities Act and no proceedings therefor are pending before or, to the Company's knowledge, threatened by the Commission. No order preventing or suspending the use of the Prospectus or any Permitted Free Writing Prospectus has been issued by the Commission."

2. **Amendment of "Base Prospectus" Definition.** Effective as of the First Amendment Date, the definition of "Base Prospectus" in Annex A to the Agreement shall be amended and restated in its entirety to read as follows:

""Base Prospectus" shall mean the Company's prospectus, dated August 19, 2011, a preliminary form of which is included in the Registration Statement, including the documents incorporated by reference therein."

3. **Amendment of "Registration Statement" Definition.** Effective as of the First Amendment Date, the definition of "Registration Statement" in Annex A to the Agreement shall be amended and restated in its entirety to read as follows:

""Registration Statement" shall mean the registration statement on Form S-3, Commission File Number 333-176022, filed by the Company with the Commission under the Securities Act for the registration of the Shares, as such Registration Statement may be amended and supplemented from time to time (including any related registration statements filed pursuant to Rule 462(b) under the Securities Act), including all documents filed as part thereof or incorporated by reference therein, and including all information deemed to be a part thereof at the time of effectiveness pursuant to Rule 430A, Rule 430B or Rule 430C under the Securities Act."

4. **Continuing Effect of Agreement.** Except as expressly set forth in this First Amendment, all other provisions of the Agreement remain in full force and effect.

5. **Governing Law.** This First Amendment shall be governed by and construed in accordance with the internal procedure and substantive laws of the State of New York, without giving effect to the choice of law provisions of such state.

6. **Counterparts.** This First Amendment may be executed in counterparts, all of which taken together shall constitute one and the same original and binding instrument and shall become effective when all counterparts have been signed by each party and delivered to the other parties hereto, it being understood that all parties hereto need not sign the same counterpart.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK; SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this **AMENDMENT NO. 1 TO THE AGREEMENT** to be executed and delivered as of the First Amendment Date.

Company: SYNTA PHARMACEUTICALS CORP.

By: /s/ Keith S. Ehrlich
Name: Keith S. Ehrlich
Title: Vice President, Finance and
Administration, Chief Financial Officer

Investor: AZIMUTH OPPORTUNITY LTD.

By: /s/ Peter Poole
Name: Peter Poole
Title: Director
