# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0287 |
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(Print or Type Responses)

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Spigelman Melvin K<br>(Last) (First) (Middle)<br>C/O SYNERGY PHARMACEUTICALS INC., 420 LEXINGTON AVENUE, SUITE 2012<br>(Street)<br>NEW YORK, NY 10170<br>(City) (State) (Zip) | SYNERGY PHARMACEUTICALS, INC. [SGYP]<br>3. Date of Earliest Transaction (Month/Day/Year)<br>06/28/2017<br>4. If Amendment, Date Original Filed(Month/Day/Year) | _X__ Director _____ 10% Owner<br>____ Officer (give title below) ____ Other (specify below)<br>6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options | $ 4.5 | 06/28/2017 | | A | | 62,500 | | 06/28/2018 | 06/28/2027 | Common Stock | 62,500 | $ 0 | 509,614 | D | |
| Stock Options | $ 1.4 | 06/28/2017 | | D | | | 12,000 (1) | (1) | 11/20/2019 | Common Stock | 12,000 | $ 0 | 497,614 | D | |
| Stock Options | $ 1.4 | 06/28/2017 | | A | | 12,000 (1) | | 06/28/2017 | 11/20/2019 | Common Stock | 12,000 | $ 0 | 509,614 | D | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Spigelman Melvin K<br>C/O SYNERGY PHARMACEUTICALS INC.<br>420 LEXINGTON AVENUE, SUITE 2012<br>NEW YORK, NY 10170 | X | | | |

# Signatures

| /s/ Melvin Spigelman | | 06/30/2016 |
|---|---|---|
| **Signature of Reporting Person | | Date |

# Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**(1)** The reported transactions with this same footnote involved an amendment of an outstanding option, resulting in the deemed cancellation of the old option and the grant of a replacement option. The old option was originally granted on November 20, 2009. The vesting schedule of the old option was reported on a Form 3 filed by the reporting person on August 3, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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