UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: 001-37813

SYROS PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**45-3772460**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
35 CambridgePark Drive, 4th Floor Cambridge, Massachusetts	**02140**
(Address of Principal Executive Offices)	**(Zip Code)**

(617) 744-1340
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Trading Symbol(s)**	**Name of Each Exchange on Which Registered**
Common Stock, $0.001 par value	**SYRS**	**Nasdaq Global Select Market**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☑	Smaller reporting company	☑
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

Number of shares of the registrant's common stock, $0.001 par value, outstanding on November 10, 2023: 21,067,071

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Cautionary Note Regarding Forward-Looking Statements and Industry Data

This Quarterly Report on Form 10-Q, or Quarterly Report, contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this Quarterly Report, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans and objectives of management and expected market growth are forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. The forward-looking statements and opinions contained in this Quarterly Report are based upon information available to us as of the date of this Quarterly Report and, while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information.

These forward-looking statements include, among other things, statements about:

- our plans to initiate and expand clinical trials of tamibarotene and our expectations for the timing, quantity and quality of information to be reported from our clinical trials of tamibarotene;
- our planned clinical trials for tamibarotene or for any other product candidates, whether conducted by us or by any collaborators, including the timing of these trials and of the anticipated results;
- our ability to replicate in any clinical trial of a product candidate the results we observed in preclinical or earlier clinical studies of such product candidate;
- our plans to research, develop, seek approval for, manufacture and commercialize tamibarotene or any future product candidates;
- our plans to develop and seek approval of companion diagnostic tests for use in identifying patients who may benefit from treatment with tamibarotene or any future product candidates;
- our ability to enter into, and the terms and timing of, any collaborations, license agreements, or other arrangements;
- our plans related to the potential to further develop SY-2101 in the future subject to additional capital availability;
- the potential benefits of any collaboration;
- developments relating to our competitors and our industry;
- the impact of government laws and regulations;
- the timing of and our ability to file new drug applications and obtain and maintain regulatory approvals for tamibarotene or any future product candidates;
- the rate and degree of market acceptance and clinical utility of any products for which we receive marketing approval;
- our commercialization, marketing and manufacturing capabilities and strategy;
- our intellectual property position and strategy;
- our ability to identify additional products or product candidates with significant commercial potential;
- our expectations related to the use of our current cash and cash equivalents and the period of time in which such capital will be sufficient to fund our planned operations;
- our estimates regarding expenses, future revenue, capital requirements and need for additional financing; and
- general economic conditions, including inflation, recession risk and increasing interest rates.

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report.

Our forward-looking statements also do not reflect the potential impact of any future acquisitions, mergers, dispositions, collaborations, joint ventures or investments that we may make or enter into.

This report also includes statistical and other industry and market data that we obtained from industry publications and research, surveys, and studies conducted by third parties as well as our own estimates. All of the market data used in this report involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such data. Industry publications and third-party research, surveys, and studies generally indicate that their information has been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. Our estimates of the potential market opportunities for tamibarotene or any future product candidate include several key assumptions based on our industry knowledge, industry publications, third-party research, and other surveys, which may be based on a small sample size and may fail to accurately reflect market opportunities. While we believe that our internal assumptions are reasonable, no independent source has verified such assumptions.

You should read this Quarterly Report completely and with the understanding that our actual future results may be materially different from what we expect. We do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

SYROS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
(unaudited)

	September 30, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	$ 112,219	$ 167,467
Marketable securities	—	34,837
Unbilled receivable	1,665	1,694
Prepaid expenses and other current assets	8,631	7,394
Total current assets	122,515	211,392
Property and equipment, net	7,614	11,353
Other long-term assets	2,113	5,348
Restricted cash	3,086	3,086
Right-of-use asset – operating lease	12,464	13,231
Right-of-use assets – financing leases	3	76
Total assets	$ 147,795	$ 244,486
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 2,855	$ 6,411
Accrued expenses	21,489	17,966
Deferred revenue, current portion	139	4,330
Financing lease obligations, current portion	3	65
Operating lease obligation, current portion	2,241	2,006
Debt, current portion	1,667	—
Total current liabilities	28,394	30,778
Operating lease obligation, net of current portion	19,144	20,851
Warrant liabilities	24,549	24,472
Debt, net of debt discount, long term	39,406	40,649
Commitments and contingencies (See Note 10)		
Stockholders' equity:		
Preferred stock, $0.001 par value; 10,000,000 shares authorized at September 30, 2023 and December 31, 2022; 0 shares issued and outstanding at September 30, 2023 and December 31, 2022	—	—
Common stock, $0.001 par value; 70,000,000 and 70,000,000 shares authorized at September 30, 2023 and December 31, 2022, respectively; 20,720,447 and 20,263,116 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively	21	20
Additional paid-in capital	694,704	685,847
Accumulated other comprehensive income	—	102
Accumulated deficit	(658,423)	(558,233)
Total stockholders' equity	36,302	127,736
Total liabilities and stockholders' equity	$ 147,795	$ 244,486

See accompanying notes to unaudited condensed consolidated financial statements.

SYROS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue	$ 3,762	$ 3,891	$ 9,550	$ 15,634
Operating expenses:				
Research and development	28,280	25,759	86,650	84,030
General and administrative	7,764	8,076	22,394	21,970
Transaction related expenses	—	9,510	—	9,510
Restructuring (Note 13)	2,354	—	2,354	—
Total operating expenses	38,398	43,345	111,398	115,510
Loss from operations	(34,636)	(39,454)	(101,848)	(99,876)
Interest income	1,633	392	5,533	539
Interest expense	(1,303)	(1,051)	(3,798)	(3,008)
Change in fair value of warrant liabilities	(5,837)	9,860	(77)	12,465
Net loss applicable to common stockholders	$ (40,143)	$ (30,253)	$ (100,190)	$ (89,880)
Net loss per share applicable to common stockholders - basic and diluted	$ (1.43)	$ (3.21)	$ (3.59)	$ (11.93)
Weighted-average number of common shares used in net loss per share applicable to common stockholders - basic and diluted	27,990,558	9,417,069	27,915,951	7,536,149

See accompanying notes to unaudited condensed consolidated financial statements.

SYROS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net loss	$ (40,143)	$ (30,253)	$ (100,190)	$ (89,880)
Other comprehensive (loss) gain:				
Unrealized holding (loss) gain on marketable securities, net of tax	(49)	87	(102)	(147)
Comprehensive loss	$ (40,192)	$ (30,166)	$ (100,292)	$ (90,027)

See accompanying notes to unaudited condensed consolidated financial statements.

SYROS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the three months ended September 30, 2023 and 2022
(in thousands, except share data)
(unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Gain (Loss)	Accumulated Deficit	Stockholders' Equity
	Number of Shares	Par Value				
Balance at June 30, 2022	6,298,898	$ 7	$ 554,531	$ (313)	$ (523,206)	$ 31,019
Vesting of restricted stock units	4,137	—	—	—	—	—
Stock-based compensation expense	—	—	2,955	—	—	2,955
Issuance of shares in private placement, net of issuance cost of $5,068	6,387,173	6	60,106	—	—	60,112
Issuance of shares in merger, net of issuance cost of $3,136	7,546,014	7	65,325	—	—	65,332
Redemption of fractional shares due to reverse stock split	(10,870)	—	(81)	—	—	(81)
Other comprehensive gain	—	—	—	87	—	87
Net loss	—	—	—	—	(30,253)	(30,253)
Balance at September 30, 2022	20,225,352	$ 20	$ 682,836	$ (226)	$ (553,459)	$ 129,171
Balance at June 30, 2023	20,708,356	$ 20	$ 691,450	$ 49	$ (618,280)	$ 73,239
Vesting of restricted stock units	12,091	1	(1)	—	—	—
Stock-based compensation expense	—	—	3,255	—	—	3,255
Other comprehensive loss	—	—	—	(49)	—	(49)
Net loss	—	—	—	—	(40,143)	(40,143)
Balance at September 30, 2023	20,720,447	$ 21	$ 694,704	$ —	$ (658,423)	$ 36,302

SYROS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the nine months ended September 30, 2023 and 2022
(in thousands, except share data)
(unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Stockholders' Equity
	Number of Shares	Par Value				
Balance at December 31, 2021	6,202,403	$ 6	$ 548,870	$ (79)	$ (463,579)	$ 85,218
Exercise of stock options	3,770	—	1	—	—	1
Vesting of restricted stock units	83,569	1	—	—	—	1
Issuance of shares under Employee Stock Purchase Plan	13,293	—	108	—	—	108
Stock-based compensation expense	—	—	8,507	—	—	8,507
Issuance of shares in private placement, net of issuance cost of $5,068	6,387,173	6	60,106	—	—	60,112
Issuance of shares in merger, net of issuance cost of $3,136	7,546,014	7	65,325	—	—	65,332
Redemption of fractional shares due to reverse stock split	(10,870)		(81)			(81)
Other comprehensive loss	—	—	—	(147)	—	(147)
Net loss	—	—	—	—	(89,880)	(89,880)
Balance at September 30, 2022	20,225,352	$ 20	$ 682,836	$ (226)	$ (553,459)	$ 129,171
Balance at December 31, 2022	20,263,116	20	685,847	102	(558,233)	127,736
Vesting of restricted stock units	132,418	1	(1)	—	—	—
Exercise of prefunded warrants	246,831	—	—	—	—	—
Issuance of restricted stock awards	24,000	—	—			—
Issuance of shares under Employee Stock Purchase Plan	54,082	—	144	—	—	144
Stock-based compensation expense	—	—	8,714	—	—	8,714
Other comprehensive loss	—	—	—	(102)	—	(102)
Net loss				—	(100,190)	(100,190)
Balance at September 30, 2023	20,720,447	21	694,704	—	(658,423)	36,302

SYROS PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Nine Months Ended September 30,	
	2023	2022
Operating activities		
Net loss	$ (100,190)	$ (89,880)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,900	2,001
Impairment	373	
Non-cash lease expense	73	196
Transaction costs allocated to warrants issued in connection with private placement	—	5,015
Stock-based compensation expense	8,714	8,507
Change in fair value of warrant liabilities	77	(12,465)
Net amortization of premiums and discounts on marketable securities	(1,314)	198
Amortization of debt-discount and accretion of deferred debt costs	424	557
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	463	(1,466)
Unbilled receivable	29	1,208
Other long-term assets	3,235	(726)
Accounts payable	(3,556)	323
Accrued expenses	3,523	3,727
Deferred revenue	(4,191)	(8,556)
Operating lease liabilities	(705)	(621)
Net cash used in operating activities	(91,145)	(91,982)
Investing activities		
Purchases of property and equipment	(234)	(567)
Purchases of marketable securities	(50,968)	
Maturities of marketable securities	87,017	30,031
Net cash provided by investing activities	35,815	29,464
Financing activities		
Payments on financing lease obligations	(62)	(216)
Proceeds from the issuance of common stock through employee stock purchase plan	144	109
Proceeds from the issuance of common stock through exercise of stock options	—	1
Payment to creditor related to debt modification	—	(300)
Cash and cash equivalents acquired in connection with merger, net of issuance costs paid	—	14,166
Proceeds from issuance of common stock and accompanying warrants and pre-funded warrants in private placement, net of issuance costs	—	128,069
Redemption of fractional shares due to the reverse stock split	—	(81)
Net cash provided by financing activities	82	141,748
Net (decrease) increase in cash, cash equivalents and restricted cash	(55,248)	79,230
Cash, cash equivalents and restricted cash (See reconciliation in Note 7)		
Beginning of period	170,553	95,388
End of period	115,305	$ 174,618
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 3,323	$ 2,417
Non-cash investing and financing activities:		
Property and equipment received but unpaid as of period end	$ —	$ 678
Offering costs incurred but unpaid as of period end	$ —	$ 10,746

See accompanying notes to unaudited condensed consolidated financial statements.

1. Nature of Business

Syros Pharmaceuticals, Inc. (the "Company"), a Delaware corporation formed in November 2011, is a biopharmaceutical company committed to developing new standards of care for the frontline treatment of patients with hematologic malignancies.

The Company is subject to a number of risks similar to those of other early stage companies, including dependence on key individuals; risks inherent in the development and commercialization of medicines to treat human disease; competition from other companies, many of which are larger and better capitalized; risks relating to obtaining and maintaining necessary intellectual property protection; and the need to obtain adequate additional financing to fund the development of tamibarotene and any of its other product candidates. If the Company is unable to raise capital when needed or on favorable terms, it would be forced to delay, reduce, eliminate or out-license certain of its research and development programs or future commercialization rights to its product candidates.

The Company has incurred significant net operating losses in every year since its inception. It expects to continue to incur significant and increasing net operating losses for at least the next several years. As of September 30, 2023, the Company had cash and cash equivalents of $112.2 million and an accumulated deficit of $658.4 million. The Company has not generated any revenues from product sales, has not completed the development of any product candidate and may never have a product candidate approved for commercialization. The Company has financed its operations to date primarily through a credit facility, the sale of equity securities and through license and collaboration agreements. The Company has devoted substantially all of its financial resources and efforts to research and development and general and administrative activities to support such research and development. The Company's net losses may fluctuate significantly from quarter to quarter and year to year. Net losses and negative cash flows have had, and will continue to have, an adverse effect on the Company's stockholders' equity and working capital.

On September 16, 2022, the Company filed an amendment to its Restated Certificate of Incorporation (the "Restated Certificate of Incorporation") with the Secretary of State of the State of Delaware to effect the reverse stock split of its common stock, such that every 10 shares of the Company's common stock held by a stockholder immediately prior to the reverse stock split were combined and reclassified into one share of the Company's common stock (the "Reverse Stock Split").

On September 16, 2022, the Company completed its acquisition of Tyme Technologies, Inc., a Delaware corporation ("Tyme"), in accordance with an Agreement and Plan of Merger, dated as of July 3, 2022 (the "Merger Agreement"). The Company issued approximately 7.5 million shares of its common stock to the former Tyme stockholders in exchange for all of the shares of Tyme common stock issued and outstanding immediately prior to the merger, with Tyme surviving as a wholly-owned subsidiary of the Company (the "Merger"). In connection with the closing of the Merger, and in accordance with the terms of the Merger Agreement, the Company acquired net cash, cash equivalents and marketable securities of approximately $67.1 million.

On September 16, 2022, the Company issued in a private placement (the "2022 Private Placement") 6,387,173 shares of common stock, and, in lieu of shares of common stock, pre-funded warrants (the "2022 Pre-Funded Warrants") to purchase an aggregate of up to 7,426,739 shares of common stock, and, in each case, accompanying warrants (the "2022 Warrants") to purchase an aggregate of up to 13,813,912 additional shares of common stock (or 2022 Pre-Funded Warrants to purchase common stock in lieu thereof) at a price of $10.34 per share and accompanying 2022 Warrant (or $10.33 per 2022 Pre-Funded Warrant and accompanying 2022 Warrant). The 2022 Private Placement resulted in aggregate gross proceeds of $129.9 million, before $10.1 million of transaction costs.

On April 6, 2023, the Company filed a universal shelf registration statement on Form S-3, or the 2023 Registration Statement, with the SEC to register for sale from time to time up to $250.0 million of common stock, preferred stock, debt securities, warrants and/or units in one or more registered offerings. The 2023 Registration Statement was declared effective on April 28, 2023. Further, in April 2023, the Company entered into an at-the-market sales agreement with Cowen pursuant to which the Company may offer and sell shares of its common stock having an aggregate offering price of up to $50.0 million through Cowen pursuant to the 2023 Registration Statement.

On October 2, 2023, the Company announced a strategic realignment to prioritize key development and pre-launch activities to advance tamibarotene for the treatment of newly diagnosed higher-risk myelodysplastic syndrome and newly diagnosed acute myeloid leukemia. The Company will stop further investment in the clinical development of SY-2101 (oral arsenic trioxide) for the treatment of newly diagnosed acute promyelocytic leukemia, as well as in the Company's preclinical and discovery-stage programs. In connection with these decisions, the Company instituted certain

expense reduction measures (the "Restructuring"), including a reduction of approximately 35% of the Company's employee base (excluding members of the Company's drug discovery organization whose employment ended concurrently with the termination, effective October 16, 2023, of its collaboration with Pfizer, Inc. related to the discovery, development and commercialization of novel therapies for sickle cell disease and beta thalassemia (the "Pfizer Agreement Termination"). The Restructuring, which is explained in more detail in Note 13, is expected to be complete by the end of 2023.

Based on its current operating plan, the Company's management believes that as of September 30, 2023, the Company will meet its liquidity requirements for a period of at least 12 months from the issuance date of this Quarterly Report on Form 10-Q.

2. Summary of Significant Accounting Policies

Basis of Presentation

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). Any reference in these notes to applicable guidance is meant to refer to the authoritative U.S. GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Updates ("ASU") of the Financial Accounting Standards Board ("FASB").

The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited financial statements. In the opinion of the Company's management, the accompanying unaudited interim condensed consolidated financial statements contain all adjustments that are necessary to present fairly the Company's financial position as of September 30, 2023, the results of its operations for the three and nine months ended September 30, 2023 and 2022, statements of stockholders' equity for the three and nine months ended September 30, 2023 and 2022, and statements of cash flows for the nine months ended September 30, 2023 and 2022. Such adjustments are of a normal and recurring nature. The results for the three and nine months ended September 30, 2023 are not necessarily indicative of the results for the year ending December 31, 2023, or for any future period.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, (i) Syros Securities Corporation, a Massachusetts corporation formed by the Company in December 2014 to exclusively engage in buying, selling and holding securities on its own behalf, (ii) Syros Pharmaceuticals (Ireland) Limited, an Irish limited liability company formed by the Company in January 2019, and (iii) Tyme Technologies, Inc., a Delaware corporation, which is the surviving corporation in connection with the filing of a certificate of merger with the Secretary of State of the State of Delaware on September 16, 2022, pursuant to which Tack Acquisition Corp., a Delaware corporation formed by the Company in June 2022 to effect the Merger, merged with and into Tyme Technologies, Inc. (refer to Note 1). All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Management considers many factors in selecting appropriate financial accounting policies and in developing the estimates and assumptions that are used in the preparation of the financial statements. Management must apply significant judgment in this process. In addition, other factors may affect estimates, which include, but are not limited to, expected business and operational changes, sensitivity and volatility associated with the assumptions used in developing estimates and whether historical trends are expected to be representative of future trends. Management's estimation process may yield a range of potentially reasonable estimates and management must select an amount that falls within that range of reasonable estimates. On an ongoing basis, the Company's management evaluates its estimates, which include, but are not limited to, estimates related to revenue recognition, warrant liability, stock-based compensation expense, accrued expenses, income taxes and the evaluation of the existence of conditions and events that raise substantial doubt regarding the Company's ability to continue as a going concern. Actual results may differ from those estimates or assumptions.

Segment Information

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions on how to allocate resources and assess performance. The Company's chief operating decision maker is its chief executive officer. The Company and the chief operating decision maker view the Company's operations and manage its business in one operating segment. The Company operates only in the United States.

Cash and Cash Equivalents

The Company considers all highly liquid instruments that have original maturities of three months or less when acquired to be cash equivalents. Cash equivalents, which consist of money market funds that invest in U.S. Treasury obligations, as well as overnight repurchase agreements and corporate debt securities, are stated at fair value. The Company maintains its bank accounts in major financial institutions.

Off-Balance Sheet Risk and Concentrations of Credit Risk

The Company has no financial instruments with off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements. Financial instruments that potentially subject the Company to concentrations of credit risk primarily consist of cash equivalents and marketable securities. Under its investment policy, the Company limits amounts invested in such securities by credit rating, maturity, industry group, investment type and issuer, except for securities issued by the U.S. government. The Company is not exposed to any significant concentrations of credit risk from these financial instruments. The goals of the Company's investment policy, in order of priority, are safety and preservation of principal and liquidity of investments sufficient to meet cash flow requirements.

Fair Value of Financial Instruments

ASC 820, *Fair Value Measurement* ("ASC 820"), established a fair value hierarchy for instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company's own assumptions (unobservable inputs). Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are those that reflect the Company's assumption about the inputs that market participants would use in pricing the asset or liability. These are developed based on the best information available under the circumstances.

ASC 820 identified fair value as the exchange price, or exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As a basis for considering market participant assumptions in fair value measurements, ASC 820 established a three-tier fair value hierarchy that distinguishes between the following:

Level 1—Quoted market prices (unadjusted) in active markets for identical assets or liabilities.

Level 2—Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable, such as quoted market prices, interest rates and yield curves.

Level 3—Unobservable inputs developed using estimates or assumptions developed by the Company, which reflect those that a market participant would use.

To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized as Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The carrying amounts reflected in the condensed consolidated balance sheets for cash and cash equivalents, prepaid expenses, other current assets, restricted cash, accounts payable, accrued expenses and deferred revenue approximate their respective fair values due to their short-term nature.

Property and Equipment

Property and equipment consists of laboratory equipment, computer equipment, furniture and fixtures and leasehold improvements, all of which are stated at cost, less accumulated depreciation. Expenditures for maintenance and repairs that do not improve or extend the lives of the respective assets are recorded to expense as incurred. Major

betterments are capitalized as additions to property and equipment. Depreciation and amortization are recognized over the estimated useful lives of the assets using the straight-line method.

Construction-in-progress is stated at cost, which relates to the cost of leasehold improvements not yet placed into service. No depreciation expense is recorded on construction-in-progress until such time as the relevant assets are completed and put into use.

Asset Held for Sale

An asset is considered to be held for sale when all of the following criteria are met: (i) management commits to a plan to sell the asset; (ii) it is unlikely that the disposal plan will be significantly modified or discontinued; (iii) the asset is available for immediate sale in its present condition; (iv) actions required to complete the sale of the asset have been initiated; (v) sale of the asset is probable and the completed sale is expected to occur within one year; and (vi) the asset is actively being marketed for sale at a price that is reasonable given its current market value.

Impairment of Long-Lived Assets

The Company evaluates long-lived assets for potential impairment when events or changes in circumstances indicate the carrying value of the assets may not be recoverable. Recoverability is measured by comparing the carrying values of the assets to the expected future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying values of the assets exceed their fair value.

A long-lived asset classified as held for sale is measured at the lower of its carrying amount or fair value less cost to sell. A long-lived asset is not depreciated or amortized while it is classified as held for sale, and an impairment loss would be recognized to the extent the carrying amount exceeds the asset's fair value less cost to sell.

In connection with the Restructuring, the Company entered into an exclusive auction agreement in October 2023 to sell all of its laboratory equipment by public auction. The Company concluded that the assets met the held for sale criteria and has written the assets down to their fair value less cost to sell of $1.7 million which resulted in an impairment charge of $0.4 million. These assets held for sale are recorded in prepaid and other current assets in the Company's condensed consolidated balance sheet as of September 30, 2023.

Revenue Recognition

To date, the Company’s only revenue has consisted of collaboration and license revenue. The Company has not generated any revenue from product sales and does not expect to generate any revenue from product sales for the foreseeable future.

The Company recognizes revenue in accordance with ASC 606, *Revenue from Contracts with Customers* (“ASC 606”). ASC 606 applies to all contracts with customers, except for contracts that are within the scope of other standards, such as leases, insurance, collaboration arrangements and financial instruments. Under ASC 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration the entity expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that an entity determines are within the scope of ASC 606, the entity performs the following five steps:

(i)identify the contract(s) with a customer;

(ii)identify the performance obligations in the contract;

(iii)determine the transaction price;

(iv)allocate the transaction price to the performance obligations in the contract; and

(v)recognize revenue when (or as) the entity satisfies a performance obligation.

The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. If a contract is determined to be within the scope of ASC 606 at inception, the Company assesses the goods or services promised within such contract, determines which of those goods and services are performance obligations, and assesses whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the Company records a contract asset, excluding any amounts presented as accounts receivable. The Company includes unbilled accounts receivable as contract assets on its consolidated balance sheets. The Company records accounts receivable for amounts billed to the customer for which the Company has an unconditional right to consideration. The Company assesses contract assets and accounts receivable for impairment and, to date, no impairment losses have been recorded.

From time to time, the Company may enter into agreements that are within the scope of ASC 606. The terms of these arrangements typically include payment to the Company of one or more of the following: non-refundable, up-front license fees or prepaid research and development services; development, regulatory and commercial milestone payments; and royalties on net sales of licensed products. Each of these payments results in license and collaboration revenues, except for revenues from royalties on net sales of licensed products, which will be classified as royalty revenues.

The Company analyzes its collaboration arrangements to assess whether they are within the scope of ASC 808, *Collaborative Arrangements* ("ASC 808"), to determine whether such arrangements involve joint operating activities performed by parties that are both active participants in the activities and exposed to significant risks and rewards dependent on the commercial success of such activities. This assessment is performed throughout the life of the arrangement based on changes in the responsibilities of all parties in the arrangement. For collaboration arrangements within the scope of ASC 808 that contain multiple elements, the Company first determines which elements of the collaboration are deemed to be within the scope of ASC 808 and those that are more reflective of a vendor-customer relationship and therefore within the scope of ASC 606. For elements of collaboration arrangements that are accounted for pursuant to ASC 808, an appropriate recognition method is determined and applied consistently, generally by analogy to ASC 606. For those elements of the arrangement that are accounted for pursuant to ASC 606, the Company applies the five-step model described above.

Research and Development

Expenditures relating to research and development are expensed in the period incurred. Research and development expenses consist of both internal and external costs associated with the development of the Company's gene control platform and product candidates. Research and development costs include salaries and benefits, materials and supplies, external research, preclinical and clinical development expenses, stock-based compensation expense and facilities costs. Facilities costs primarily include the allocation of rent, utilities, depreciation and amortization.

In certain circumstances, the Company is required to make non-refundable advance payments to vendors for goods or services that will be received in the future for use in research and development activities. In such circumstances, the non-refundable advance payments are deferred and capitalized, even when there is no alternative future use for the research and development, until related goods or services are provided.

The Company records accruals for estimated ongoing research costs. When evaluating the adequacy of the accrued liabilities, the Company analyzes progress of the work being performed, including the phase or completion of the event, invoices received and costs. Significant judgements and estimates may be made in determining the accrued balances at the end of any reporting period. Actual results could differ from the Company's estimates.

The Company may in-license the rights to develop and commercialize product candidates. For each in-license transaction the Company evaluates whether it has acquired processes or activities along with inputs that would be sufficient to constitute a "business" as defined under U.S. GAAP. A "business" as defined under U.S. GAAP consists of inputs and processes applied to those inputs that have the ability to create outputs. Although businesses usually have outputs, outputs are not required for an integrated set of activities to qualify as a business. When the Company determines that it has not acquired sufficient processes or activities to constitute a business, any up-front payments, as well as milestone payments, are immediately expensed as acquired research and development in the period in which they are incurred.

Warrants

The Company accounts for issued warrants either as a liability or equity in accordance with ASC 480-10, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity* ("ASC 480-10") or ASC 815-40, *Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock* ("ASC 815-40"). Under ASC 480-10, warrants are considered a liability if they are mandatorily redeemable and they require settlement in cash, other assets, or a variable number of shares. If warrants do not meet liability classification under ASC 480-10, the Company considers the requirements of ASC 815-40 to determine whether the warrants should be classified as a liability or as equity. Under ASC 815-40, contracts that may require settlement for cash are liabilities, regardless of the probability of the occurrence of the triggering event. Liability-classified warrants

are measured at fair value on the issuance date and at the end of each reporting period. Any change in the fair value of the warrants after the issuance date is recorded in the consolidated statements of operations as a gain or loss. If warrants do not require liability classification under ASC 815-40, in order to conclude warrants should be classified as equity, the Company assesses whether the warrants are indexed to its common stock and whether the warrants are classified as equity under ASC 815-40 or other applicable GAAP standard. Equity-classified warrants are accounted for at fair value on the issuance date with no changes in fair value recognized after the issuance date.

Stock-Based Compensation Expense

The Company accounts for its stock-based compensation awards in accordance with ASC 718, *Compensation—Stock Compensation* ("ASC 718"). ASC 718 requires all stock-based payments to employees and directors, including grants of restricted stock units and stock option awards, to be recognized as expense in the consolidated statements of operations based on their grant date fair values. Consistent with the grants for employees and directors, grants of restricted stock units and stock option awards to other service providers, referred to as non-employees, are measured based on the grant-date fair value of the award and expensed in the Company's condensed consolidated statement of operations over the vesting period. The expected term of the Company's stock options has been determined utilizing the "simplified" method for awards that qualify as "plain-vanilla" options. The expected term of stock options granted to non-employees can be determined using either the contractual term of the option award or the "simplified" method. The risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award. Expected dividend yield is based on the fact that the Company has never paid cash dividends and does not expect to pay any cash dividends in the foreseeable future. The Company uses the value of its common stock to determine the fair value of restricted stock awards.

The Company expenses the fair value of its stock-based awards to employees and non-employees on a straight-line basis over the associated service period, which is generally the vesting period. The Company accounts for forfeitures as they occur instead of estimating forfeitures at the time of grant. Ultimately, the actual expense recognized over the vesting period will be for only those options that vest.

Compensation expense for discounted purchases under the employee stock purchase plan is measured using the Black-Scholes model to compute the fair value of the lookback provision plus the purchase discount and is recognized as compensation expense over the offering period.

For stock-based awards that contain performance-based milestones, the Company records stock-based compensation expense in accordance with the accelerated attribution model. Management evaluates when the achievement of a performance-based milestone is probable based on the expected satisfaction of the performance conditions as of the reporting date.

Income Taxes

The Company accounts for uncertain tax positions using a more-likely-than-not threshold for recognizing and resolving uncertain tax positions. The evaluation of uncertain tax positions is based on factors including, but not limited to, changes in the law, the measurement of tax positions taken or expected to be taken in tax returns, the effective settlement of matters subject to audit, new audit activity, and changes in facts or circumstances related to a tax position.

Net Loss per Share

Basic net earnings per share applicable to common stockholders is calculated by dividing net earnings applicable to common stockholders by the weighted average shares outstanding during the period, without consideration for common stock equivalents. Diluted net earnings per share applicable to common stockholders is calculated by adjusting the weighted average shares outstanding for the dilutive effect of common stock equivalents outstanding for the period, determined using the treasury-stock method and the if-converted method. For purposes of the calculation of dilutive net loss per share applicable to common stockholders, stock options, unvested restricted stock units, and warrants are considered to be common stock equivalents but are excluded from the calculation of diluted net loss per share applicable to common stockholders, as their effect would be anti-dilutive; therefore, basic and diluted net loss per share applicable to common stockholders were the same for all periods presented.

As of September 30, 2023, 100,000 pre-funded warrants to purchase common stock issued in connection with the December 2020 private placement (the "2020 Pre-Funded Warrants") (refer to Note 11), and 7,279,819 2022 Pre-Funded Warrants issued in connection with the September 2022 private placement (refer to Note 11) were included in

the basic and diluted net loss per share calculation. As of September 30, 2022, the 2020 Pre-Funded Warrants were included in the basic and diluted net loss per share calculation.

The following common stock equivalents were excluded from the calculation of diluted net loss per share applicable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect:

	As of September 30,	
	2023	2022
Stock options	1,746,177	1,547,190
Unvested restricted stock units	2,417,891	521,316
Warrants*	14,142,298	14,354,007
Total	18,306,366	16,422,513

* As of September 30, 2023 , this is comprised of 2,754 warrants to purchase common stock issued in connection with the execution and first draw of the Company's loan agreement in February 2020 (refer to Note 8), 1,738 warrants to purchase common stock issued in connection with the second draw on this loan agreement in December 2020 (refer to Note 8), 282,809 warrants to purchase common stock issued in connection with the private placement in December 2020 (refer to Note 11), 13,813,912 warrants to purchase common stock issued in connection with the private placement in September 2022 (refer to Note 11), and 41,085 warrants to purchase common stock that were issued upon the assumption and conversion of Tyme warrants in connection with the Merger (refer to Note 3). As of September 30, 2022, this is comprised of 211,709 warrants to purchase common stock issued in connection with the Company's April 2019 financing (refer to Note 11), 2,754 warrants to purchase common stock issued in connection with the execution and first draw of the Company's loan agreement in February 2020 (refer to Note 8), 1,738 warrants to purchase common stock issued in connection with the second draw on this loan agreement in December 2020 (refer to Note 8), 282,809 warrants to purchase common stock issued in connection with the private placement in December 2020 (refer to Note 11), 13,813,912 warrants to purchase common stock issued in connection with the private placement in September 2022 (refer to Note 11), and 41,085 warrants to purchase common stock that were issued upon the assumption and conversion of Tyme warrants in connection with the Merger (refer to Note 3).

Recently Adopted Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"), which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost. ASU 2016-13 replaces the incurred loss impairment model with an expected loss model that requires the use of forward-looking information to calculate credit loss estimates. It also eliminates the concept of other-than-temporary impairment and requires credit losses on available-for-sale debt securities to be recorded through an allowance for credit losses instead of as a reduction in the amortized cost basis of the securities. ASU 2016-13 becomes effective for smaller reporting companies for fiscal years beginning after December 15, 2022, and early adoption is permitted. The Company adopted this new standard on January 1, 2023, and it did not have a material impact on its condensed consolidated financial statements and related disclosures.

3. Recapitalization

On September 16, 2022, the Company issued approximately 7.5 million shares of its common stock to the former Tyme stockholders in connection with the Merger. The Company also issued options and warrants to purchase 733,545 shares of the Company's common stock to certain holders of Tyme options and warrants that were outstanding immediately before the consummation of the Merger. The Merger is accounted for as a recapitalization because the Company was determined to be a legal and accounting acquirer under Financial Accounting Standards Board's Accounting Standards Codification Topic 805, Business Combinations ("ASC 805"). This determination was primarily based on the following facts and circumstances:

- The pre-combination equity holders of the Company hold the relative majority of voting rights in the combined entity;
- The pre-combination equity holders of the Company have the right to appoint the majority of the directors on the combined entity's board of directors;
- Senior management of the Company comprises the senior management of the combined entity;
- Operations of the Company comprise the ongoing operations of the combined entity; and

•Upon effectiveness of the Merger, the primary assets of Tyme at the effective date were primarily cash, cash equivalents and marketable securities.

Under the recapitalization accounting model, the net assets acquired are recognized at fair value and any excess consideration transferred over the fair value of the net assets are reflected as a reduction to equity. Transaction costs incurred attributable to the Merger are also reflected as a reduction to the equity.

The carrying value of Tyme's net assets as of September 16, 2022, which approximates fair value because of its short-term nature, is set forth below:

		Fair Value
Cash and cash equivalents	$	14,898
Marketable securities		52,220
Prepaid expenses		1,350
Total	$	68,468

No value has been ascribed to the development programs acquired from Tyme in the Merger.

The Company incurred $3.1 million of transaction costs attributable to the Merger which are reflected as a reduction of additional paid-in capital. In addition, the Company paid $4.5 million of severance to former Tyme employees which was expensed at the closing of the transaction.

4. Collaboration and Research Arrangements

Collaboration with Global Blood Therapeutics

On December 17, 2019, the Company entered into a license and collaboration agreement (the "GBT Collaboration Agreement") with Global Blood Therapeutics, Inc. ("GBT"), now a subsidiary of Pfizer Inc., pursuant to which the parties agreed to a research collaboration to discover novel targets that induce fetal hemoglobin in order to develop new small molecule treatments for sickle cell disease and beta thalassemia. The research term (the "Research Term") was for an initial period of three years and could be extended for up to two additional one-year terms upon mutual agreement. In November 2022, the Company and GBT agreed to extend the Research Term for an additional one-year period. Pfizer, as successor to GBT, elected to exercise its right to terminate the GBT Collaboration Agreement, effective October 16, 2023.

Pursuant to the terms of the GBT Collaboration Agreement, GBT paid the Company an upfront payment of $20.0 million. GBT also agreed to reimburse the Company for full-time employee and out-of-pocket costs and expenses incurred by the Company in accordance with the agreed-upon research budget, which was anticipated to total approximately $40.0 million over the initial Research Term.

The Company granted to GBT an option (the "Option") to obtain an exclusive, worldwide license, with the right to sublicense, under relevant intellectual property rights and know-how of the Company arising from the collaboration to develop, manufacture and commercialize any compounds or products resulting from the collaboration. This Option terminated simultaneously with the effective date of termination of the GBT Collaboration Agreement, and the Company is no longer eligible to receive any milestone or royalty-based payments from GBT.

GBT Collaboration Revenue

The Company analyzed the GBT Collaboration Agreement and concluded that it represented a contract with a customer within the scope of ASC 606.

The Company identified a single performance obligation, which included a (i) non-exclusive research license that GBT had access to during the initial Research Term and (ii) research and development services provided during the initial Research Term. The GBT Collaboration Agreement includes the Option. The Option did not provide a material right to GBT that it would receive without entering into the GBT Collaboration Agreement, principally because the Option exercise fee was at least equal to the standalone selling price for the underlying goods. The non-exclusive research license was not distinct as GBT could not benefit from the license without the research and development services that were separately identifiable in the contract. The non-exclusive research license only allowed GBT to evaluate the candidate compounds developed under the research plan or to conduct work allocated to it during the

Research Term. GBT could not extract any benefit from the non-exclusive research license without the research and development services performed by the Company, including the provision of data package information. As such, these two promises are inputs to a combined output (the delivery of data package allowing GBT to make an Option exercise decision) and are bundled into a single performance obligation (the non-exclusive research license and research and development service performance obligation).

At inception, the total transaction price was determined to be approximately $60.0 million, which consisted of a $20.0 million upfront non-refundable and non-creditable technology access fee and approximately $40.0 million in reimbursable costs for employee and external research and development expenses. The GBT Collaboration Agreement also provided for development and regulatory milestones which were only payable subsequent to the exercise of the Option, and therefore were excluded from the transaction price at inception. As of September 30, 2023, the transaction price was estimated at $54.6 million, which reflects a reduction in the initial estimate of $60.0 million due to a lower reimbursable cost incurred and the termination of the GBT Collaboration Agreement that became effective on October 16, 2023, partially offset by additional consideration of $7.1 million related to the one year extension of the Research Term. The Company accounted for the contract amendment as if it were part of the existing contract, since the remaining goods and services are not distinct, and form part of a single performance obligation that was partially satisfied at the date of the amendment.

ASC 606 requires an entity to recognize revenue only when it satisfies a performance obligation by transferring a promised good or service to a customer. A good or service is considered to be transferred when the customer obtains control. As the non-exclusive research license and research and development services represent one performance obligation, the Company has determined that it would satisfy its performance obligation over a period of time as services are performed and GBT receives the benefit of the services, as the overall purpose of the arrangement is for the Company to perform the services. The Company will recognize revenue associated with the performance obligation as the research and development services are provided using an input method, according to the costs incurred as related to the research and development activities and the costs expected to be incurred in the future to satisfy the performance obligation. The transfer of control occurs during this time and is the best measure of progress towards satisfying the performance obligation.

During the three and nine months ended September 30, 2023, the Company recognized revenue of $3.8 million and $9.5 million, respectively, under the GBT Collaboration Agreement. During the three and nine months ended September 30, 2022, the Company recognized revenue of $3.7 million and $14.4 million, respectively, under the GBT Collaboration Agreement. As of September 30, 2023, the Company had deferred revenue outstanding under the GBT Collaboration Agreement of approximately $0.1 million, all of which is classified as deferred revenue, current portion on the Company's condensed consolidated balance sheets.

Agreements with Incyte Corporation

In January 2018, the Company and Incyte entered into a Target Discovery, Research Collaboration and Option Agreement (the "Incyte Collaboration Agreement"). The Incyte Collaboration Agreement was amended in November 2019. Under the terms of the Incyte Collaboration Agreement, Incyte paid the Company $10.0 million in up-front consideration, consisting of $2.5 million in cash and $7.5 million in pre-paid research funding (the "Prepaid Research Amount"). On August 9, 2023, Incyte elected to terminate the Incyte Collaboration Agreement.

In January 2018, the Company also entered into a Stock Purchase Agreement with Incyte (the "Stock Purchase Agreement") whereby, for an aggregate purchase price of $10.0 million, Incyte purchased 79,302 shares of the Company's common stock at $126.10 per share. Under the terms of the Stock Purchase Agreement, the shares were purchased at a 30% premium over the volume-weighted sale price of the shares of the Company's common stock over the 15-trading day period immediately preceding the date of the Stock Purchase Agreement.

Incyte Collaboration Revenue

The Company analyzed the Incyte Collaboration Agreement and concluded that it represents a contract with a customer within the scope of ASC 606.

The Company identified a single performance obligation which included (i) a research license that Incyte retained as long as there remained an unexercised option (the "Research License"), and (ii) research and development services provided during the research term. The Incyte Collaboration Agreement included options to (x) obtain additional time to exercise the license options for certain targets designated as definitive validation targets, and (y)

obtain license rights to each validated target, both of which were not considered by the Company's management to be material rights, and therefore not performance obligations, at inception.

The total transaction price following the November 2019 amendment was $12.8 million, consisting of a $2.5 million upfront non-refundable and non-creditable payment, the $7.5 million Prepaid Research Amount, $2.3 million in premium paid on the equity investment made pursuant the Stock Purchase Agreement, and $0.5 million of additional consideration. The Company accounted for the contract amendment as a modification as if it were part of the existing contract as the remaining goods and services are not distinct, and therefore form part of a single performance obligation that was partially satisfied at the date of the amendment.

The Company recognizes revenue associated with the performance obligation as the research and development services are provided using an input method, according to the costs incurred as related to the research and development activities and the costs expected to be incurred in the future to satisfy the performance obligation. The transfer of control occurs during this time and is the best measure of progress towards satisfying the performance obligation. As of December 31, 2022, the Company has completed all of the target validation activities allocated to it under the research plan and all deferred revenue were recognized.

The Company did not recognize any revenue under the Incyte Collaboration Agreement during the three and nine months ended September 30, 2023. For three and nine months ended September 30, 2022, the Company recognized revenue of $0.2 million and $1.2 million, respectively, under the Incyte Collaboration Agreement.

The following table presents the changes in contract liabilities for the nine months ended September 30, 2023 (in thousands):

	Balance at December 31, 2022	Additions	Deductions	Balance at September 30, 2023
Contract liabilities:				
Deferred revenue - GBT	$ 4,330	$ 173	$ 4,364	$ 139
Total contract liabilities	$ 4,330	$ 173	$ 4,364	$ 139

5. Cash, Cash Equivalents and Marketable Securities

Cash equivalents are highly liquid investments that are readily convertible into cash with original maturities of three months or less when purchased. Marketable securities consist of securities with original maturities greater than 90 days when purchased. The Company classifies these marketable securities as available-for-sale and records them at fair value in the accompanying condensed consolidated balance sheets. Unrealized gains or losses are included in accumulated other comprehensive loss. Premiums or discounts from par value are amortized to interest income over the life of the underlying security.

Cash, cash equivalents and marketable securities consisted of the following as of September 30, 2023 and December 31, 2022 (in thousands):

September 30, 2023	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Cash and cash equivalents:				
Cash and money market funds	$ 112,219	$ —	$ —	$ 112,219
Total:	$ 112,219	$ —	$ —	$ 112,219

December 31, 2022	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Cash and cash equivalents:				
Cash and money market funds	$ 167,467	$ —	$ —	$ 167,467
Marketable securities:				
Corporate debt securities - due in one year or less	22,257	116	(53)	22,320
Commercial paper	2,491	—	—	2,491
Municipal bonds	5,987	51	—	6,038
US Treasury obligation - due in one year or less	4,000	—	(12)	3,988
Total	$ 202,202	$ 167	$ (65)	$ 202,304

Although available to be sold to meet operating needs or otherwise, securities are generally held through maturity. The cost of securities sold is determined based on the specific identification method for purposes of recording realized gains and losses. During the nine months ended September 30, 2023 and 2022, there were no realized gains or losses on sales of investments, and no investments were adjusted for other-than-temporary declines in fair value.

As of September 30, 2023, the Company had no investments in marketable securities.

6. Fair Value Measurements

Assets and liabilities measured at fair value on a recurring basis as of September 30, 2023 and December 31, 2022 were as follows (in thousands):

Description	September 30, 2023	Active Markets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Assets:				
Cash and cash equivalents:				
Cash and money market funds	$ 112,219	$ 112,219	$ —	$ —
Total:	$ 112,219	$ 112,219	$ —	$ —
Liabilities:				
Warrant liabilities	$ 24,549	$ —	$ —	$ 24,549
Total	$ 24,549	$ —	$ —	$ 24,549

Description	December 31, 2022	Active Markets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Assets:				
Cash and cash equivalents:				
Cash and money market funds	$ 167,467	$ 167,467	$ —	$ —
Marketable securities:				
Corporate debt securities - due in one year or less	22,320	—	22,320	—
Commercial paper	2,491	—	2,491	—
Municipal bonds	6,038	—	6,038	—
US Treasury obligation - due in one year or less	3,988	3,988	—	—
Total	$ 202,304	$ 171,455	$ 30,849	$ —
Liabilities:				
Warrant liabilities	$ 24,472	$ —	$ —	$ 24,472
Total	$ 24,472	$ —	$ —	$ 24,472

Assumptions Used in Determining Fair Value of Warrants

The Company issued the 2022 Warrants to purchase an aggregate of up to 13,813,912 shares of common stock in connection with the 2022 Private Placement (see Note 11) and warrants to purchase an aggregate of up to 282,809 shares of common stock in connection with a private placement on December 8, 2020 (the "2020 Warrants") (see Note 11). The Company accounted for the 2022 Warrants and 2020 Warrants as liabilities. The Company recorded the fair value of these warrants upon issuance using the Black-Scholes valuation model and is required to revalue these warrants at each reporting date with any changes in fair value recorded on the Company's statement of operations. The valuation of the 2022 Warrants and 2020 Warrants is considered under Level 3 of the fair value hierarchy and influenced by the fair value of the underlying common stock of the Company.

A summary of the Black Scholes pricing model assumptions used to record the fair value of the Warrants is as follows:

	September 30, 2023	December 31, 2022
Stock price	$ 3.95	$ 3.59
Average risk-free interest rate	4.71 %	4.02 %
Average expected life (in years)	3.92	4.67
Average expected volatility	85.96 %	86.79 %

Changes in Level 3 Liabilities Measured at Fair Value on a Recurring Basis

The following table reflects the change in the Company's Level 3 warrant liability for the nine months ended September 30, 2023 and the year ended December 31, 2022 (in thousands):

	September 30, 2023	December 31, 2022
Fair value of warrant liabilities as of beginning of year	$ 24,472	$ 3,029
Warrants issued in connection with 2022 Private Placement	—	64,664
Change in fair value	77	(43,221)
Fair value of warrant liabilities as of end of period	$ 24,549	$ 24,472

7. Restricted Cash

As of September 30, 2023 and December 31, 2022, the Company had $3.1 million in restricted cash, which was classified as long-term on the Company's condensed consolidated balance sheets, and all of which was attributable to the HQ Lease (See Note 10).

In connection with the execution of the HQ Lease, the Company was required to provide the landlord with a letter of credit in the amount of $3.1 million that will expire 95 days after expiration or early termination of the HQ Lease. The Company will have the right, under certain conditions, to reduce the amount of the letter of credit to $2.1 million in October 2023.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the amounts shown in the Company's condensed consolidated statement of cash flows as of September 30, 2023 and 2022 (in thousands):

	September 30,	
	2023	2022
Cash and cash equivalents	$ 112,219	$ 171,532
Restricted cash, net of current portion	$ 3,086	3,086
Total cash, cash equivalents and restricted cash	$ 115,305	$ 174,618

8. Oxford Finance Loan Agreement

On February 12, 2020, the Company entered into a Loan and Security Agreement (the "Loan Agreement") with Oxford Finance LLC (the "Lender"). Pursuant to the Loan Agreement, a term loan of up to an aggregate principal amount of $60.0 million is available to the Company. A first tranche term loan for $20.0 million was funded on February 12, 2020, and a second tranche term loan for $20.0 million was funded on December 23, 2020. The remaining $20.0 million is still available under the Loan Agreement, at the sole discretion of the Lender.

The term loan initially bore interest at an annual rate equal to the greater of (i) 7.75% and (ii) the sum of 5.98% and the greater of (A) one-month LIBOR or (B) 1.77%. The Loan Agreement initially provided for interest-only payments until March 1, 2023, and repayment of the aggregate outstanding principal balance of the term loan in monthly installments starting on March 1, 2023 and continuing through February 1, 2025 (the "Maturity Date"). Pursuant to the terms of an amendment to the Loan Agreement dated July 3, 2022 (the "Loan Agreement Amendment"), effective September 16, 2022, Oxford agreed to extend the interest-only period from March 1, 2023 to March 1, 2024 and to extend the Maturity Date from February 1, 2025 to February 1, 2026, and upon the achievement of certain milestones and subject to the payment of certain fees, further extend the interest only period to September 1, 2024 and the Maturity Date to August 1, 2026. Pursuant to the terms of a subsequent amendment to the Loan Agreement dated November 15, 2022, the floating annual rate for each term loan was amended to equal the greater of (i) 7.75% and (ii) the sum of (a) the 1-month CME Term SOFR reference rate, (b) 0.10%, and (c) 5.98%.

The Company paid a facility fee of $0.1 million upon the funding of the first tranche, paid a facility fee of $75,000 upon funding of the second tranche and must pay a $50,000 facility fee if and when the third loan tranche is funded. The Company also paid fees of $300,000 related to the Loan Agreement Amendment. The Company will be required to make a final payment fee of 5.00% of the amount of the term loan drawn payable on the earlier of (i) the prepayment of the term loan or (ii) the Maturity Date. At the Company's option, the Company may elect to prepay the loans subject to a prepayment fee equal to the following percentage of the principal amount being prepaid: 2% if an advance is prepaid during the first 12 months following the applicable advance date, 1% if an advance is prepaid after 12 months but prior to 24 months following the applicable advance date, and 0.5% if an advance is prepaid any time after 24 months following the applicable advance date but prior to the Maturity Date.

In connection with the Loan Agreement, the Company granted the Lender a security interest in all of the Company's personal property now owned or hereafter acquired, excluding intellectual property (but including the right to payments and proceeds of intellectual property), and a negative pledge on intellectual property. The Loan Agreement also contains certain events of default, representations, warranties and non-financial covenants of the Company.

In connection with the funding of the first tranche in February 2020, the Company issued the Lender warrants to purchase 2,754 shares of the Company's common stock at an exercise price per share of $72.60. In connection with the funding of the second tranche in December 2020, the Company issued the Lender warrants to purchase 1,738 shares of the Company's common stock at an exercise price of $115.00 per share (collectively, the "Oxford Warrants"). The Oxford Warrants are exercisable within five years from their respective dates of issuance.

The Oxford Warrants are classified as a component of permanent equity because they are freestanding financial instruments that are legally detachable and separately exercisable from the shares of common stock with which they were issued, are immediately exercisable, do not embody an obligation for the Company to repurchase its shares, and permit the holders to receive a fixed number of shares of common stock upon exercise. In addition, the Oxford Warrants do not provide any guarantee of value or return.

The Company has the following minimum aggregate future loan payments as of September 30, 2023 (in thousands):

Three months ending December 31, 2023	$	—
Year ending December 31, 2024		6,667
Year ending December 31, 2025		20,000
Year ending December 31, 2026		13,333
Total minimum payments		40,000
Less unamortized debt discount		(381)
Plus accumulated accretion of final fees		1,454
Less current portion		(1,667)
Long-term debt, net of current portion	$	39,406

For the three and nine months ended September 30, 2023, interest expense related to the Loan Agreement was approximately $1.3 million and $3.7 million, respectively. For three and nine months ended September 30, 2022, interest expense related to the Loan Agreement was approximately $1.0 million and $3.0 million, respectively.

9. Accrued Expenses

Accrued expenses consisted of the following as of September 30, 2023 and December 31, 2022 (in thousands):

	September 30, 2023	December 31, 2022
External research and preclinical development	$ 11,643	$ 8,219
Employee compensation and benefits (Note 13)	7,941	8,529
Professional fees	1,300	1,164
Facilities and other	605	54
Accrued expenses	$ 21,489	$ 17,966

10. Commitments and Contingencies

Operating Lease

On January 8, 2019, the Company entered into a lease (the "HQ Lease") with respect to approximately 52,859 square feet of space in Cambridge, Massachusetts for a lease term commencing in January 2019 and ending in February 2030. The Company has the option to extend the lease term for one additional ten-year period. The HQ Lease has escalating rent payments and the Company records rent expense on a straight-line basis over the term of the HQ Lease, including any rent-free periods.

In connection with the execution of the HQ Lease, the Company was required to provide the landlord with a letter of credit in the amount of $3.1 million (See Note 7). The Company determined that, for purposes of applying the lease accounting guidance codified in ASU No. 2016-02, Leases (Topic 842) ("ASC 842"), the commencement date of the HQ Lease occurred on May 1, 2019. The Company recorded a right-of-use asset and lease liability of $15.8 million using an incremental borrowing rate of 9.3%, net of tenant allowances expected to be received of $9.3 million, on the May 1, 2019 lease commencement date. The Company is amortizing the tenant allowance to offset rent expenses over the term of the HQ Lease starting at the lease commencement date on a straight-line basis. On the Company's condensed consolidated balance sheets, the Company classified $2.2 million of the lease liability as short-term and $19.1 million of the lease liability as long-term as of September 30, 2023.

The Company elected the practical expedient provided under ASC 842 and therefore combined all lease and non-lease components when determining the right-of-use asset and lease liability for the HQ Lease.

The following is a maturity analysis of the annual undiscounted cash flows reconciled to the carrying value of the operating lease liabilities as of September 30, 2023 (in thousands):

	Operating
Three Months ending December 31, 2023	$ 1,027
Year ending December 31, 2024	4,166
Year ending December 31, 2025	4,287
Year ending December 31, 2026	4,412
Year ending December 31, 2027 and beyond	14,844
Total minimum lease payments	28,736
Less imputed interest	(7,351)
Total lease liability	$ 21,385

The following table outlines the total lease cost for the Company's operating leases as well as weighted average information for these leases as of September 30, 2023 (in thousands):

	Nine Months Ended September 30, 2023
Lease cost:	
Operating lease cost	$ 2,316
Cash paid for amounts included in the measurement of liabilities:	
Operating cash flows from operating lease	$ 3,021

Other information:	Nine Months Ended September 30, 2023
Weighted-average remaining lease term (in years) - operating lease	6.67
Weighted-average discount rate - operating lease	9.30

Following the adoption of ASC 842, the Company has a right-of-use asset and lease liability that results in recording a temporary tax difference. This temporary tax difference is the result of recognizing a right-of-use asset and related lease liability while such asset and liability have no corresponding tax basis.

Asset Purchase Agreement

Orsenix, LLC

On December 4, 2020, the Company entered into an asset purchase agreement (the "Asset Purchase Agreement") with Orsenix, LLC ("Orsenix"), pursuant to which the Company acquired Orsenix's assets related to a novel oral form of arsenic trioxide, which the Company refers to as SY-2101. Under the terms of the Asset Purchase Agreement, the Company is required to pay to Orsenix:

- an upfront fee of $12.0 million, which was paid with cash on hand upon the closing of the transaction;
- single-digit million dollar milestone payments related to the development of SY-2101 in indications other than APL;
- $6.0 million following the achievement of a regulatory milestone related to the development of SY-2101 in APL; and
- up to $10.0 million upon the achievement of certain commercial milestones with respect to SY-2101.

The Company's obligation to pay the commercial milestone payments expires following the tenth anniversary of the first commercial sale of SY-2101. The Asset Purchase Agreement requires the Company to use commercially reasonable efforts to develop and commercialize SY-2101 for APL in the United States during such period, and to use commercially reasonable efforts to dose the first patient in a Phase 3 clinical trial of SY-2101 on or before the third anniversary of the closing of the transaction; however, the Company retains sole discretion to operate the acquired assets as it determines. The assets acquired from Orsenix do not meet the definition of a business under ASC 805 "Business Combinations" ("ASC 805") because substantially all of the fair value of the assets acquired is concentrated in a single identifiable asset, the rights to SY-2101. Furthermore, as the acquired asset does not include a substantive process, the asset does not meet the minimum requirements to be considered a business under ASC 805. As SY-2101 does not have an alternative future use, the Company recorded the $12.0 million upfront cash payment as research and development expense on the date of acquisition in December 2020. The Company will expense any future milestone payments made prior to the time an alternative future use for SY-2101 has been established. Once an alternative future use for SY-2101 has been established, the Company will capitalize milestone payments as an addition to the carrying value of SY-2101.

License Agreement

TMRC Co. Ltd.

In September 2015, the Company entered into an exclusive license agreement with TMRC Co. Ltd. ("TMRC") to develop and commercialize tamibarotene in North America and Europe for the treatment of cancer. This agreement was amended and restated in April 2016, and further amended in January 2021 to expand the territory under which the Company is licensed to include Central and South America, Australia, Israel and Russia.

In exchange for this license, the Company agreed to a non-refundable upfront payment of $1.0 million, for which $0.5 million was paid in September 2015 upon execution of the agreement, and the remaining $0.5 million was paid in May 2016. Under the agreement, the Company is also obligated to make payments upon the successful achievement of clinical and regulatory milestones totaling approximately $13.0 million per indication, defined as a distinct tumor type. The Company paid $1.0 million to TMRC for a development milestone achieved upon the successful dosing of the first patient in its Phase 2 clinical trial of tamibarotene in 2016. In May 2021, the Company paid $2.0 million to TMRC for a development milestone achieved upon the successful dosing of the first patient in its Phase 3 clinical trial of tamibarotene in MDS patients. In September 2021, the Company paid $1.0 million to TMRC for a development milestone achieved upon the successful dosing of the first patient in its Phase 2 clinical trial of tamibarotene in AML patients. In addition, the Company is obligated to pay TMRC a single-digit percentage royalty, on a country-by-country and product-by-product basis, on net product sales of tamibarotene using know-how and patents licensed from TMRC in North America and Europe for a defined royalty term.

The Company also entered into a supply management agreement with TMRC under which the Company agreed to pay TMRC a fee for each kilogram of tamibarotene that is produced. The Company incurred fees of $1.8 million under this supply management agreement during both the three and nine months ended September 30, 2023. The Company incurred fees of $1.8 million under this supply management agreement during both the three and nine months ended September 30, 2022.

11. Stockholders' Equity

Increase of Authorized Shares and Reverse Stock Split

Effective on September 15, 2022, the number of authorized shares of the Company's common stock was increased from 200,000,000 shares (on a pre-split basis) to 700,000,000 shares (on a pre-split basis).

On September 16, 2022, the number of authorized shares of the Company's common stock was proportionately adjusted from 700,000,000 to 70,000,000 as a result of the Reverse Stock Split. Immediately following the Reverse Stock Split, and without giving effect to the shares of the Company's common stock issued in connection with the Merger and the 2022 Private Placement, there were approximately 6.3 million shares of the Company's common stock outstanding. The Company's common stock began trading on The Nasdaq Global Select Market on a split-adjusted basis on September 19, 2022.

No fractional shares were issued in connection with the Reverse Stock Split. Any fractional shares resulting from the Reverse Stock Split were rounded down to the nearest whole number, and each stockholder who would have otherwise been entitled to a fraction of a share of common stock upon the Reverse Stock Split (after aggregating all fractions of a share to which such stockholder would have otherwise been entitled) was, in lieu thereof, entitled to receive a cash payment.

Issuance of Securities through a Private Placement

On September 16, 2022, the Company issued in a private placement 6,387,173 shares of common stock, and, in lieu of shares of common stock, the 2022 Pre-Funded Warrants to purchase an aggregate of 7,426,739 shares of common stock, and, in each case, the accompanying 2022 Warrants to purchase an aggregate of up to 13,813,912 additional shares of common stock (or 2022 Pre-Funded Warrants to purchase common stock in lieu thereof) at a price of $10.34 per share and accompanying 2022 Warrant (or $10.33 per 2022 Pre-Funded Warrant and accompanying 2022 Warrant). The 2022 Private Placement resulted in aggregate gross proceeds of $129.9 million, before $10.1 million of transaction costs.

On December 8, 2020, the Company issued in a private placement (the "2020 Private Placement") 1,031,250 shares of common stock, and, in lieu of shares of common stock, the 2020 Pre-Funded Warrants to purchase an aggregate of 100,000 shares of common stock, and, in each case, the accompanying 2020 Warrants to purchase an aggregate of up to 282,809 additional shares of common stock (or 2020 Pre-Funded Warrants to purchase common stock in lieu thereof) at a price of $80.00 per share and accompanying 2020 Warrant (or $79.90 per 2020 Pre-Funded Warrant and accompanying 2020 Warrant). The 2020 Private Placement resulted in aggregate gross proceeds of $90.5 million, before $0.4 million of transaction costs.

In the event of certain fundamental transactions involving the Company, the holders of the 2022 Warrants and 2020 Warrants may require the Company to make a payment based on a Black-Scholes valuation, using specified inputs.

The holders of 2022 Pre-Funded Warrants and 2020 Pre-Funded Warrants do not have similar rights. Therefore, the Company accounted for the 2022 Warrants and 2020 Warrants as liabilities, while the 2022 Pre-Funded Warrants and 2020 Pre-Funded Warrants met the permanent equity criteria classification. The 2022 Pre-Funded Warrants and 2020 Pre-Funded Warrants are classified as a component of permanent equity because they are freestanding financial instruments that are legally detachable and separately exercisable from the shares of common stock with which they were issued, are immediately exercisable, do not embody an obligation for the Company to repurchase its shares, and permit the holders to receive a fixed number of shares of common stock upon exercise. In addition, the 2022 Pre-Funded Warrants and 2020 Pre-Funded Warrants do not provide any guarantee of value or return. The initial fair value of the 2022 Warrants and the 2020 Warrants at issuance was $64.7 million and $19.3 million, respectively, determined using the Black-Scholes valuation model. For the three and nine months ended September 30, 2023, the Company recorded a change in fair value of $5.8 million and $0.1 million, respectively, in its condensed statement of operations for the remeasurement of the aggregate fair value of the 2022 Warrants and the 2020 Warrants as of September 30, 2023 and December 31, 2022 of $24.6 million and $24.5 million, respectively. For the three and nine months ended September 30, 2022, the Company recorded a change in fair value of $9.9 million and $12.5 million, respectively, in its condensed statement of operations.

Convertible Preferred Stock and 2019 Warrants

On April 9, 2019, the Company completed two concurrent underwritten public offerings of its equity securities. In the first public offering, the Company sold 866,733 shares of its common stock and accompanying Class A warrants (the "2019 Warrants") to purchase 195,184 shares of the Company's common stock at a combined price to the public of $75.0 per common share and accompanying 2019 Warrant. In the second public offering, the Company sold 666 shares of its Series A convertible preferred stock (the "Series A Preferred Stock") and accompanying 2019 Warrants to purchase 16,650 shares of the Company's common stock at a combined public offering price of $75,000 per share and accompanying 2019 Warrant. The offerings resulted in aggregate gross proceeds to the Company of $70.0 million, before underwriting discounts and commissions and offering expenses payable by the Company of approximately $5.0 million.

In November 2019, all 666 shares of Series A Preferred Stock were converted by the holder into 66,600 shares of common stock. As of September 30, 2023, there were no shares of Series A Preferred Stock outstanding.

Each 2019 Warrant had an exercise price per share of common stock of $86.25, subject to adjustment in certain circumstances. Each 2019 Warrant was immediately exercisable, provided that the holder was prohibited, subject to certain exceptions, from exercising the 2019 Warrant for shares of the Company's common stock to the extent that immediately prior to or after giving effect to such exercise, the holder, together with its affiliates and other attribution parties, would own more than 4.99% of the total number of shares of the Company's common stock then issued and outstanding. This percentage could be changed at the holders' election to a higher or lower percentage upon 61 days' notice to the Company. The remaining unexercised 2019 Warrants expired on October 10, 2022.

12. Stock-Based Payments

2016 Stock Incentive Plan

The 2016 Stock Incentive Plan (the "2016 Plan") was adopted by the board of directors on December 15, 2015, approved by the stockholders on June 17, 2016, and became effective on July 6, 2016 upon the closing of the Company's initial public offering ("IPO"). The 2016 Plan replaced the 2012 Equity Incentive Plan (the "2012 Plan"). Any options or awards outstanding under the 2012 Plan remained outstanding and effective. The 2016 Plan was replaced by 2022 Equity Incentive Plan (the "2022 EIP") on September 16, 2022, and no further awards may be made under the 2016 Plan.

2016 Employee Stock Purchase Plan

The 2016 Employee Stock Purchase Plan (the "2016 ESPP") was adopted by the board of directors on December 15, 2015, approved by the stockholders on June 17, 2016, and became effective on July 6, 2016 upon the closing of the IPO. The number of shares of the Company's common stock reserved for issuance under the 2016 ESPP automatically increases on the first day of each calendar year through the 2025 calendar year, in an amount equal to the least of (i) 117,333 shares of the Company's common stock, (ii) 1.0% of the total number of shares of the Company's common stock outstanding on the first day of the applicable year, and (iii) an amount determined by the Company's board of directors. For the calendar year beginning January 1, 2023, the number of shares reserved for issuance under the

2016 ESPP was increased by 202,631 shares. As of September 30, 2023, 385,718 shares remained available for future issuance under the 2016 ESPP.

Inducement Grants

During the year ended December 31, 2021, the Company granted non-statutory stock options to purchase an aggregate of 111,000 shares of the Company's common stock. These stock options were granted outside of the 2016 Plan as an inducement material to the applicable employee's acceptance of employment with the Company in accordance with Nasdaq Listing Rule 5635(c)(4). These stock options will vest over a four-year period, with 25% of the shares underlying each option award vesting on the one-year anniversary of the applicable employee's employment commencement date and the remaining 75% of the shares underlying each award vesting monthly thereafter for three-years. Vesting of each option is subject to such employee's continued service with the Company through the applicable vesting dates.

2022 Inducement Stock Incentive Plan

On January 25, 2022, the Company's board of directors adopted the 2022 Inducement Stock Incentive Plan (the "2022 Plan"), pursuant to which the Company may grant non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards with respect to an aggregate of 100,000 shares of common stock. Awards under the 2022 Plan may only be granted to persons who (i) were not previously an employee or director of the Company or (ii) are commencing employment with the Company following a bona fide period of non-employment, in either case as an inducement material to the individual's entering into employment with the Company and in accordance with the requirements of Nasdaq Stock Market Rule 5635(c)(4). In January 2023, the Company's board of directors amended the 2022 Plan to increase the aggregate number of shares that can be granted by 750,000 shares of common stock of the Company. As of September 30, 2023, 661,622 shares remained available for future issuance under the 2022 Plan.

2022 Equity Incentive Plan

The 2022 EIP was adopted by the board of directors on July 14, 2022, approved by the stockholders and became effective on September 15, 2022. The 2022 EIP replaced the 2016 Plan. Any options or awards outstanding under the 2016 Plan remained outstanding and effective. Under the 2022 EIP, the Company may grant incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards. 4,737,534 shares of the Company's common stock are reserved for issuance under the 2022 EIP. As of September 30, 2023, 731,107 shares remained available for future issuance under the 2022 EIP. Under the 2022 EIP, stock options may not be granted at less than fair value on the date of grant.

Stock Options

Terms of stock option agreements, including vesting requirements, are determined by the board of directors, subject to the provisions of the applicable stock plan. Stock option awards granted by the Company generally vest over four years, with 25% vesting on the first anniversary of the vesting commencement date and 75% vesting ratably, on a monthly basis, over the remaining three years. Such awards have a contractual term of ten years from the grant date.

A summary of the status of stock options as of December 31, 2022 and September 30, 2023 and changes during the nine months ended September 30, 2023 is presented below:

	Shares	Weighted Average Exercise Price	Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2022	1,727,237	$ 39.94	5.7	$ —
Granted	54,000	3.70		
Cancelled	(35,060)			
Outstanding at September 30, 2023	1,746,177	$ 38.22	5.2	$ 13,880
Exercisable at September 30, 2023	1,155,463	$ 49.51	3.2	$ 380

Pursuant to the terms of the Merger Agreement, the Company assumed certain Tyme stock options that were outstanding and unexercised immediately prior to the completion of the Merger. The Company issued options to

purchase 692,460 shares of the Company's common stock at the completion of the Merger on September 16, 2022. The original terms and restrictions on such Tyme options shall continue in full force and effect except for certain options held by certain Tyme employees which were modified to extend the exercise period to up to two years. The Company recorded $0.4 million of one-time additional stock-based compensation expense related to the modification.

There were no stock options exercised during the nine months ended September 30, 2023. The intrinsic value of stock options exercised during the nine months ended September 30, 2022 was $0.1 million.

As of September 30, 2023, there was $6.2 million of total unrecognized compensation cost related to unvested stock options granted to employees, which is expected to be recognized over a weighted-average period of 1.4 years.

Restricted Stock Units and Restricted Stock Awards

From time to time, upon approval by the Company's board of directors, certain employees have been granted restricted stock units with time-based vesting criteria. The majority of these restricted stock units vest annually over a three-year or four-year term. In addition, pursuant to the Company's director compensation policy, members of the Company's board of directors have been granted, at their election, either restricted stock units or restricted stock awards, which awards vest annually over a three-year term with 33.33% vesting on each anniversary of the grant date. The fair value of restricted stock units and restricted stock awards are calculated based on the closing sale price of the Company's common stock on the date of grant.

The Company has granted performance-based restricted stock units to management for which vesting occurs upon the achievement of certain clinical development milestones. Stock-based compensation expense associated with these performance-based restricted stock units is recognized when the achievement of the vesting conditions becomes probable. The Company did not recognize any stock-based compensation expense relating to the achievement of performance-based milestones during the nine months ended September 30, 2023.

A summary of the status of restricted stock units and restricted stock awards as of December 31, 2022 and September 30, 2023 and changes during the nine months ended September 30, 2023 is presented below:

	Shares Subject to Restricted Stock Units and Restricted Stock Awards	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2022	1,204,421	$ 14.68
Granted	1,462,636	3.99
Vested	(84,418)	32.02
Forfeited	(116,748)	17.17
Outstanding at September 30, 2023	2,465,891	$ 7.54

As of September 30, 2023, there was $11.8 million of unrecognized stock-based compensation expense related to outstanding restricted stock units and restricted stock awards, with an expected recognition period of 1.9 years.

Stock-based Compensation Expense

There were no stock options granted during the three months ended September 30, 2023. The fair value of each stock option granted during the nine months ended September 30, 2023 and the three and nine months ended September 30, 2022 was estimated on the date of grant using the Black-Scholes option-pricing model based on the following weighted-average assumptions:

	Three Months Ended September 30,	Nine Months Ended September 30,	
	2022	2023	2022
Weighted-average risk-free interest rate	3.60 %	3.93 %	2.85 %
Expected option term (in years)	5.79	5.32	5.88
Volatility	83.27 %	84.44 %	82.18 %

The weighted-average grant date fair value per share of options granted in the nine months ended September 30, 2023 and 2022 was $2.60 and $7.82, respectively.

The following table summarizes the stock-based compensation expense for stock options, restricted stock units and restricted common stock granted to employees and non-employees and from the 2016 ESPP recorded in the Company's condensed consolidated statements of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Research and development	$ 1,586	$ 1,496	$ 4,236	$ 4,324
General and administrative	1,501	1,459	4,310	4,183
Restructuring	168	—	168	—
Total stock-based compensation expense	$ 3,255	$ 2,955	$ 8,714	$ 8,507

Due to an operating loss, the Company does not record tax benefits associated with stock-based compensation or option exercises. Tax benefits will be recorded when realized.

13. Restructuring

As a result of the Restructuring, the Company incurred $2.4 million in costs for the three and nine months ended September 30, 2023. Restructuring costs were comprised of $2.0 million of severance, post employment benefits, stock-based compensation and outplacement services, and $0.4 million of asset impairment charges related to the laboratory equipment that is classified as assets held for sale.

As of September 30, 2023, $1.8 million of Restructuring costs remain unpaid and are included in the accrued expenses in the Company's condensed consolidated balance sheet. The accrued Restructuring costs are expected to be paid by the end of 2023.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and the audited financial information and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2022 that we filed with the Securities and Exchange Commission, or SEC, on March 2, 2023, or the 2022 10-K. Our actual results and timing of certain events may differ materially from the results discussed, projected, anticipated, or indicated in any forward-looking statements. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate, may differ materially from the forward-looking statements contained in this Quarterly Report. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Quarterly Report, they may not be predictive of results or developments in future periods.

The following information and any forward-looking statements should also be considered in light of risks identified under the caption "Risk Factors" in the 2022 10-K and in this Quarterly Report on Form 10-Q. We caution you not to place undue reliance on any forward-looking statements made by us, which speak only as of the date they are made. We disclaim any obligation, except as specifically required by law and the rules of the SEC, to publicly update or revise any such statements to reflect any change in our expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

Overview

We are a biopharmaceutical company committed to developing new standards of care for the frontline treatment of patients with hematologic malignancies. Driven by the motivation to help patients with blood disorders that have largely eluded other targeted approaches, we are advancing tamibarotene, a selective retinoic acid receptor alpha, or RARα, agonist for which we are conducting SELECT-MDS-1, a Phase 3 clinical trial evaluating tamibarotene in combination with azacitidine in a genomically defined subset of patients with higher-risk myelodysplastic syndrome, or HR-MDS, and for which we are conducting SELECT-AML-1, a randomized Phase 2 clinical trial evaluating tamibarotene in combination with venetoclax and azacitidine in a genomically defined subset of newly diagnosed patients with acute myeloid leukemia, or AML, who are not suitable candidates for standard intensive chemotherapy.

Our pipeline also includes SY-2101, a novel oral form of arsenic trioxide, or ATO, which we were previously evaluating in a dose confirmation study in patients with newly diagnosed low-risk acute promyelocytic leukemia, or APL. In October 2023, we announced a strategic realignment to prioritize key development and pre-launch activities to advance SELECT-MDS-1 and SELECT-AML-1. We have stopped further investment in the clinical development of SY-2101, as well as in our preclinical and discovery-stage programs. We may in the future pursue further development of SY-2101 subject to additional capital availability. In addition, we are currently exploring out-licensing opportunities for SY-5609, a highly selective and potent oral inhibitor of cyclin-dependent kinase 7, or CDK7, which we have evaluated as a single agent in patients with select solid tumors and in combination with chemotherapy in pancreatic cancer patients in a Phase 1 clinical trial.

Tamibarotene

At the 62nd American Society of Hematology Annual Meeting and Exposition held in December 2020, or ASH 2020, we presented data from our fully enrolled Phase 2 clinical trial assessing the safety and efficacy of tamibarotene in combination with azacitidine in newly diagnosed AML patients who are not suitable candidates for standard intensive chemotherapy, as well as in relapsed or refractory, or R/R, AML patients who have been prospectively selected using our proprietary *RARA*, the gene that codes for RARα, biomarker. As of an October 1, 2020 data cut-off, 51 newly diagnosed unfit AML patients, including patients with and without *RARA* gene overexpression, were eligible for a safety analysis. Among these patients, tamibarotene in combination with azacitidine was generally well-tolerated, with no evidence of increased toxicity relative to either as a single agent, including rates of myelosuppression that were comparable to single agent azacitidine. As of the data cut-off, of the 18 patients with *RARA* overexpression that were evaluable for clinical response, the composite complete response rate was 61%, with 50% of patients achieving complete response, or CR, and 11% achieving a complete response with incomplete blood count recovery, or CRi. The median time to initial composite CR was 1.2 months, the median duration of composite complete remission was 10.8 months, and the median overall survival, or OS, among patients who achieved a CR or CRi was 18.0 months. As of the data cut-off, of the 28 patients without *RARA* overexpression that were evaluable for clinical response, the overall response rate, or ORR, was 43%, with a composite complete response rate of 32%, with 25% of patients achieving CR and 7% achieving CRi. The median time to initial composite complete remission was 3.0 months, and the median duration of

composite complete remission was 10.3 months. We also presented translational data demonstrating that most newly diagnosed unfit AML patients with *RARA* overexpression enrolled in our Phase 2 study had a monocytic disease phenotype that is associated with resistance to venetoclax. These data suggest that the *RARA* biomarker not only selects for patients who are more likely to respond to treatment with tamibarotene but also for patients who may be less likely to benefit from treatment with venetoclax. Approximately 25,000 patients are diagnosed with unfit AML in the United States and Europe annually and we expect the overall total addressable market opportunity for all AML patients to grow to approximately $6.6 billion by 2025.

Based on these data and our assessment of ongoing areas of high unmet need, we advanced tamibarotene in combination with azacitidine into a registration-enabling Phase 3 clinical trial in newly diagnosed HR-MDS patients with *RARA* overexpression, which we refer to as SELECT-MDS-1. HR-MDS is a hematologic malignancy that is closely related to AML, and we believe that approximately 50% of HR-MDS patients overexpress *RARA*. We believe that approximately 21,000 patients are diagnosed with HR-MDS in the United States and Europe annually and we expect the total addressable market opportunity for MDS patients of all risk groups to grow to approximately $3.3 billion by 2026. The SELECT-MDS-1 trial is evaluating newly diagnosed HR-MDS patients with *RARA* overexpression in a double-blind placebo-controlled study design, randomized 2:1 to receive tamibarotene in combination with azacitidine, or placebo in combination with azacitidine, respectively. The primary efficacy endpoint is based on 190 patients to provide over 90% power to detect a difference in CR rates between the experimental and control arms with a one-sided alpha of 0.025. In recent communications, the United States Food and Drug Administration, or FDA, has continued to support the use of the CR rate as an acceptable efficacy endpoint for either full or accelerated approval for treatment of newly diagnosed HR-MDS with supporting data on durability of remission. Informed by feedback from the FDA, we amended the SELECT-MDS-1 clinical trial protocol in March 2023 to include a total of approximately 550 patients to enable us to assess overall survival, or OS, as a key secondary endpoint, which could allow the trial to serve as a confirmatory study if needed to convert an accelerated approval to a full approval in the future. The amended clinical trial protocol is designed with 80% power to detect a difference in OS rates for the key secondary endpoint between the experimental and control arms, also with a one-sided alpha of 0.025. We are currently dosing patients in SELECT-MDS-1, and we expect to complete enrollment of the 190 patients necessary to support the CR primary endpoint analysis in the first quarter of 2024 and to report pivotal CR data from the SELECT-MDS-1 trial by the middle of the fourth quarter of 2024.

In addition, we advanced tamibarotene in combination with venetoclax and azacitidine in newly diagnosed unfit AML patients with *RARA* overexpression. Our ongoing Phase 2 clinical trial, known as SELECT-AML-1, included a single-arm safety lead-in to confirm the dosing regimen of the triplet to be used in the randomized portion of the trial, which will evaluate the safety and efficacy of tamibarotene in combination with venetoclax and azacitidine compared to venetoclax and azacitidine in approximately 80 patients randomized 1:1. We reported clinical activity data from the safety lead-in portion of the ongoing trial at the 64th Annual Meeting of the American Society of Hematology in December 2022, or ASH 2022. As of the data cut-off, eight newly diagnosed, unfit patients who were positive for *RARA* overexpression had been enrolled in the trial, including six who were evaluable for response. In this population, tamibarotene in combination with venetoclax and azacitidine administered at approved doses showed no evidence of increased toxicity relative to the doublet combination of venetoclax and azacitidine. This includes rates of myelosuppression, which were comparable to reports with venetoclax and azacitidine in this population. Among these patients, the CR/CRi rate was 83%, consisting of two patients (33%) who achieved a CR and three patients (50%) who achieved a CRi. Four of five patients (80%) who achieved a CR or CRi had a high monocytic expression score, or MES, which may be associated with venetoclax resistance. The median time to CR/CRi response was 33 days, the median duration of treatment was 76.5 days, and the median duration of follow-up was 107 days. These early data compare favorably to the standard-of-care combination of venetoclax and azacitidine, which shows composite CR rates of 66% in newly diagnosed unfit AML patients. The primary endpoint of the trial will be the composite CR rate. The trial will also evaluate the triplet as a salvage strategy for patients in the control arm who do not respond to venetoclax and azacitidine. We expect to report initial data, including composite CR and tolerability data, from approximately 20 patients in the randomized portion of the SELECT-AML-1 trial in early December 2023. This initial data is expected to inform our understanding of the potential clinical benefit of adding tamibarotene to the standard-of-care combination of venetoclax and azacitidine, with most patients in this data set having completed at least two cycles of therapy. We expect to report additional data from the SELECT-AML-1 trial in 2024.

In March 2022, we entered into an agreement with Qiagen Manchester Limited, or Qiagen, under which Qiagen agreed to develop and commercialize an assay as a companion diagnostic test to determine the expression level of our proprietary *RARA* biomarker for use with tamibarotene in newly diagnosed higher-risk MDS patients. Qiagen will also be responsible for obtaining and maintaining regulatory approvals for the commercial diagnostic test.

Other Programs

SY-2101 was previously in development for the treatment of APL, a subtype of AML defined by a fusion of the *RARA* and promyelocytic leukemia, or *PML*, genes. APL represents approximately 10% of all AML cases, and approximately 2,000 patients are diagnosed with APL in the United States and Europe annually. An intravenously administered, or IV, formulation of ATO is approved for use in combination with All-Trans-Retinoic-Acid, or ATRA, in patients with newly diagnosed low-risk APL and, while curative in more than 80% of patients, its administration requires up to 140 two- to four-hour infusions over the typical course of induction and consolidation treatment. We believe SY-2101 has the potential to become the standard-of-care frontline therapy for APL by providing a substantially more convenient option that reduces the treatment burden on patients, improving access, and lowering costs to the healthcare system. In a prior Phase 1 clinical trial, SY-2101 demonstrated bioavailability, pharmacokinetic, or PK, exposures similar to IV ATO, and a generally well-tolerated safety profile. In October 2023, we announced that we would stop further development in SY-2101 in order to prioritize the ongoing development of tamibarotene. We are in the process of closing the Phase 1 dose confirmation study of SY-2101. We may in the future pursue further development of SY-2101 subject to additional capital availability.

In addition, we are currently seeking out-licensing opportunities for the further development of SY-5609, our highly selective and potent inhibitor of CDK7. We have completed a Phase 1/1b clinical trial evaluating SY-5609 in patients with relapsed/refractory pancreatic ductal adenocarcinoma, or PDAC, HR+ breast cancer and other solid tumors. The Phase 1/1b trial of SY-5609 included a dose escalation study evaluating single agent SY-5609 in patients with select advanced solid tumors and in combination with fulvestrant in HR+ breast cancer, and a combination safety lead-in designed to inform a dose expansion study evaluating the doublet regimen of SY-5609 and gemcitabine and the triplet regimen of SY-5609, gemcitabine and nab-paclitaxel in patients with PDAC in their second or third line of treatment.

Strategic Financing

On July 3, 2022, we entered into an Agreement and Plan of Merger, or the Merger Agreement, with Tack Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of us, or the Merger Sub, and Tyme Technologies, Inc., a Delaware corporation, or Tyme, providing for the merger of the Merger Sub with and into Tyme, with Tyme surviving the merger as our wholly-owned subsidiary, or the Merger. In connection with the closing of the Merger on September 16, 2022, we acquired net cash, cash equivalents and marketable securities of $67.1 million, before deducting severance costs and other commitments entered into by Tyme management prior to the consummation of the Merger of approximately $4.5 million.

Also on July 3, 2022, immediately prior to the execution and delivery of the Merger Agreement, we entered into a Securities Purchase Agreement with certain accredited investors, pursuant to which the investors agreed to purchase shares of our common stock and/or pre-funded warrants to purchase shares of our common stock, and accompanying warrants to purchase additional shares of our common stock (or pre-funded warrants in lieu thereof), or the PIPE Financing.

On September 16, 2022, the PIPE Financing closed concurrently with the Merger. At the closing of the Merger, we issued an aggregate of 7,546,014 shares of our common stock to Tyme stockholders. In the PIPE Financing, we issued an aggregate of 6,387,173 shares of our common stock and, in lieu of shares to certain investors, pre-funded warrants to purchase an aggregate of 7,426,739 shares of common stock, and, in each case, accompanying warrants to purchase an aggregate of up to 13,813,912 additional shares of common stock (or pre-funded warrants to purchase common stock in lieu thereof). We received aggregate gross proceeds from the PIPE Financing of $129.9 million, before deducting estimated offering expenses payable by us and not inclusive of any exercise of the warrants.

Financial Operations Overview

Revenue

To date, we have not generated any revenue from product sales and do not expect to generate any revenue from product sales for the foreseeable future. For the three and nine months ended September 30, 2023, we recognized revenue of $3.8 million and $9.6 million, respectively, related to our collaboration with GBT. For the three and nine months ended September 30, 2022, we recognized revenue of $3.9 million and $15.6 million, respectively, of which $3.7

million and $14.4 million was related to our collaboration with GBT and $0.2 million and $1.2 million was related to our collaboration with Incyte. The collaboration with GBT terminated effective October 16, 2023, and we do not expect to recognize collaboration revenue from GBT following that date. We do not expect to recognize collaboration revenue from Incyte in subsequent reporting periods.

Expenses

Research and Development Expenses

Research and development expenses consist primarily of costs incurred for our research activities, including development of our gene control platform and the development of our product candidates, which include:

- employee-related expenses including salaries and benefits;
- stock-based compensation expense;
- external costs of funding activities performed by third parties that conduct research and development on our behalf and of purchasing supplies used in designing, developing and manufacturing preclinical study and clinical trial materials;
- consulting, licensing and professional fees related to research and development activities; and
- facilities costs, depreciation and amortization and other expenses, which include direct and allocated expenses for rent and maintenance of facilities, insurance and other operating costs.

Research and development costs are expensed as incurred. Nonrefundable advance payments made to vendors for goods or services that will be received in the future for use in research and development activities are deferred and capitalized, even when there is no alternative future use for the research and development, until related goods or services are provided.

We typically use our employee, consultant and infrastructure resources across our research and development programs. We track outsourced development costs by product candidate or development program, but we do not allocate personnel costs, other internal costs or certain external consultant costs to specific product candidates or development programs. Based on our current operating plans, we expect that any future research and development expenses relating to our preclinical and drug discovery programs will be reimbursed by a collaboration partner.

The following table summarizes our external research and development expenses by program, as well as expenses not allocated to programs, for the three and nine months ended September 30, 2023 and 2022 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Tamibarotene external costs	$ 14,435	$ 9,363	$ 42,771	$ 31,310
SY-5609 program external costs	173	1,233	2,516	5,290
SY-2101 program external costs	999	498	4,007	3,227
Other research and platform program external costs	2,507	3,654	6,239	11,505
Employee-related expenses, excluding stock-based compensation	6,865	7,678	21,644	22,809
Stock-based compensation	1,586	1,496	4,236	4,324
Facilities and other expenses	1,715	1,837	5,237	5,565
Total research and development expenses	$ 28,280	$ 25,759	$ 86,650	$ 84,030

We expect to incur significant research and development expenses for the foreseeable future as we seek to advance our clinical trials involving tamibarotene. At this time, we cannot reasonably estimate or know the nature, timing and costs of the efforts that will be necessary to complete the development of tamibarotene or any future product candidates. We are also unable to predict when, if ever, material net cash inflows will commence from sales of our product candidates. This is due to the numerous risks and uncertainties associated with developing such product candidates, including the uncertainty of:

•approval of INDs for our product candidates to commence planned or future clinical trials;

•successful enrollment in, and completion of, clinical trials;

•successful data from our clinical programs that support an acceptable benefit-risk profile of our product candidates in the intended populations;

•successful development, and subsequent clearance or approval, of companion diagnostic tests for use in identifying potential patients;

•receipt of regulatory approvals from applicable regulatory authorities;

•establishment of arrangements with third-party manufacturers for clinical supply and commercial manufacturing and, where applicable, commercial manufacturing capabilities;

•establishment and maintenance of patent and trade secret protection or regulatory exclusivity for our product candidates;

•commercial launch of our product candidates, if and when approved, whether alone or in collaboration with others;

•enforcement and defense of intellectual property rights and claims;

•maintenance of a continued acceptable safety profile of the product candidates following approval;

•retention of key personnel;

•the impact of public health crises, including epidemics and pandemics such as the COVID-19 pandemic; and

•general economic conditions, including inflation, recession risk and increasing interest rates.

Any changes in the outcome of any of these variables with respect to the development of our product candidates could mean a significant change in the costs and timing associated with the development of these product candidates. For example, if the FDA or another regulatory authority were to delay our planned start of clinical trials or require us to conduct clinical trials or other testing beyond those that we currently expect or if we experience significant delays in enrollment in any of our planned clinical trials, we could be required to expend significant additional financial resources and time on the completion of clinical development of our product candidates.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and other related costs, including stock-based compensation, for personnel in executive, finance, information technology and administrative functions. Other significant costs include corporate facility costs not otherwise included in research and development expenses, legal fees related to patent and corporate matters, and fees for accounting and consulting services.

Restructuring Costs

Restructuring costs consist primarily of severance, post-employment benefit, outplacement services, impairment charges and any other expenses that we incur related to the realignment of our strategy and cost reduction measures.

Transaction Related Expenses

Transaction related expenses primarily consist of incurred costs allocated to the warrants issued in connection with the PIPE Financing that were accounted for as liabilities, and severance paid to former Tyme employees.

Interest Income

Interest income consists of interest income on our cash, cash equivalents and investments in marketable securities, including the related amortization of premium and discounts.

Interest Expense

Interest expense consists of interest, amortization of debt discount, and amortization of deferred financing costs associated with our loans payable, and interest on finance lease arrangements.

Change in Fair Value of Warrant Liabilities

Change in fair value of warrant liabilities is the result of the remeasurement of the fair value of our warrant liabilities at each reporting period end.

Critical Accounting Policies and Estimates

Our management's discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles, or U.S. GAAP. The preparation of these financial statements requires us to make judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities in our financial statements. We base our estimates on historical experience, known trends and events and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. On an ongoing basis, we evaluate our judgments and estimates in light of changes in circumstances, facts and experience. The effects of material revisions in estimates, if any, will be reflected in the financial statements prospectively from the date of the change in estimates.

We believe that our most critical accounting policies are those relating to revenue recognition, accrued research and development expenses and stock-based compensation. There have been no significant changes to our critical accounting policies as discussed in our 2022 10-K.

Results of Operations

Comparison of three months ended September 30, 2023 and 2022

The following table summarizes our results of operations for the three months ended September 30, 2023 and 2022, together with the changes in those items in dollars (in thousands):

	Three Months Ended September 30,			
	2023	2022	Dollar Change	% Change
Statements of Operations Data:				
Revenue	$ 3,762	$ 3,891	$ (129)	(3) %
Operating expenses:				
Research and development	28,280	25,759	2,521	10 %
General and administrative	7,764	8,076	(312)	(4) %
Transaction related expenses	—	9,510	(9,510)	(100) %
Restructuring costs	2,354	—	2,354	— %
Total operating expenses	38,398	43,345	(4,947)	(11) %
Loss from operations	(34,636)	(39,454)	4,818	(12) %
Interest income	1,633	392	1,241	317 %
Interest expense	(1,303)	(1,051)	(252)	24 %
Change in fair value of warrant liabilities	(5,837)	9,860	(15,697)	(159) %
Net loss	$ (40,143)	$ (30,253)	$ (9,890)	33 %

Revenue

For the three months ended September 30, 2023, revenue was $3.8 million, all of which was attributable to our collaboration with GBT. For the three months ended September 30, 2022, revenue was $3.9 million, of which $3.7 million was attributable to our collaboration with GBT and $0.2 million was attributable to our collaboration with Incyte.

Research and Development Expense

Research and development expense increased by approximately $2.5 million, or 10%, from $25.8 million for the three months ended September 30, 2022 to $28.3 million for the three months ended September 30, 2023. The following table summarizes our research and development expenses for the three months ended September 30, 2023 and 2022, together with the changes to those items in dollars (in thousands):

	Three Months Ended September 30,			
	2023	2022	Dollar Change	% Change
External research and development	$ 16,730	$ 12,796	$ 3,934	31 %
Employee-related expenses, excluding stock-based compensation	6,865	7,678	(813)	(11) %
Stock-based compensation	1,586	1,496	90	6 %
Consulting, licensing and professional fees	1,384	1,952	(568)	(29) %
Facilities and other expenses	1,715	1,837	(122)	(7) %
Total research and development expenses	$ 28,280	$ 25,759	$ 2,521	10 %

The increase in research and development expense was primarily attributable to activities associated with advancing our lead clinical programs, including the following:

- an increase of approximately $3.9 million, or 31%, for external research and development costs, primarily attributable to the increase in costs associated with our existing clinical trials of tamibarotene;
- a decrease of approximately $0.8 million, or 11%, for employee-related expenses, primarily due to a reduction of headcount;
- a decrease of approximately $0.6 million, or 29%, for consulting, licensing and professional fees, primarily related to a decrease in costs associated with our discovery programs and clinical trials; and
- a decrease of approximately $0.1 million, or 7%, for facilities and other expenses, primarily attributable to a reduction of headcount.

General and Administrative Expense

General and administrative expense decreased by approximately $0.3 million, or 4%, from $8.1 million for the three months ended September 30, 2022 to $7.8 million for the three months ended September 30, 2023. The change in general and administrative expense was primarily attributable to a decrease of consulting and professional fees, partially offset by an increase in stock-based compensation.

Restructuring Costs

Restructuring costs for the three months ended September 30, 2023 consist primarily of severance, post-employment benefit, outplacement services, impairment charges and any other expenses that we incur related to the realignment of our strategy and cost reduction measures.

Transaction Related Expenses

Transaction related expenses during the three months ended September 30, 2022 primarily consist of incurred costs allocated to the warrants issued in connection with the PIPE Financing that were accounted for as liabilities, and severance paid to former Tyme employees, which costs did not recur during the three months ended September 30, 2023.

Interest Income

Interest income was derived generally from our investments in cash, cash equivalents and marketable securities. The increase in interest income during the three months ended September 30, 2023 as compared to the three months ended September 30, 2022 was due to higher interest rates during the three month period ended September 30, 2023 compared to the same period in 2022.

Interest Expense

Interest expense was related to our credit facility with Oxford and equipment financing arrangements. Interest expense increased from the three months ended September 30, 2022 to the three months ended September 30, 2023 due to a higher interest rate during the three month period ended September 30, 2023 compared to the same period in 2022.

Change in Fair Value of Warrant Liabilities

The change in fair value of warrant liabilities during the three months ended September 30, 2023 was primarily driven by the increase in the price of our common stock. The change in fair value of warrant liabilities during the three months ended September 30, 2022 was primarily driven by the decrease in the price of our common stock.

Comparison of nine months ended September 30, 2023 and 2022

The following table summarizes our results of operations for the nine months ended September 30, 2023 and 2022, together with the changes in those items in dollars (in thousands):

	Nine Months Ended September 30,			
	2023	2022	Dollar Change	% Change
Statements of Operations Data:				
Revenue	$ 9,550	$ 15,634	$ (6,084)	$ (39) %
Operating expenses:				
Research and development	86,650	84,030	2,620	3 %
General and administrative	22,394	21,970	424	2 %
Transaction related expenses	—	9,510	(9,510)	(100) %
Restructuring costs	2,354	—	2,354	— %
Total operating expenses	111,398	115,510	(4,112)	(4) %
Loss from operations	(101,848)	(99,876)	(1,972)	2 %
Interest income	5,533	539	4,994	927 %
Interest expense	(3,798)	(3,008)	(790)	26 %
Change in fair value of warrant liabilities	(77)	12,465	(12,542)	(101) %
Net loss	$ (100,190)	$ (89,880)	$ (10,310)	$ 11 %

Revenue

For the nine months ended September 30, 2023, revenue was $9.6 million, all of which was attributable to our collaboration with GBT. For the nine months ended September 30, 2022, revenue was $15.6 million, of which $14.4 million was attributable to our collaboration with GBT and $1.2 million was attributable to our collaboration with Incyte.

Research and Development Expense

Research and development expense increased by approximately $2.6 million, from $84.0 million for the nine months ended September 30, 2022 to $86.7 million for the nine months ended September 30, 2023. The following table

summarizes our research and development expenses for the nine months ended September 30, 2023 and 2022, together with the changes to those items in dollars (in thousands):

	Nine Months Ended September 30,			
	2023	2022	Dollar Change	% Change
External research and development	$ 49,186	$ 46,678	$ 2,508	5 %
Employee-related expenses, excluding stock-based compensation	21,644	22,809	(1,165)	(5) %
Stock-based compensation	4,236	4,324	(88)	(2) %
Consulting, licensing and professional fees	6,347	4,654	1,693	36 %
Facilities and other expenses	5,237	5,565	(328)	(6) %
Total research and development expenses	$ 86,650	$ 84,030	$ 2,620	3 %

The change in research and development expense was primarily attributable to activities associated with advancing our lead clinical programs, including the following:

- an increase of approximately$2.5 million, or 5%, for external research and development costs, primarily attributable to the increases in costs associated with our existing clinical trials of tamibarotene, partially offset by the decreases in costs associated with our discovery programs and the clinical trial of SY-5609;
- a decrease of approximately $1.2 million, or 5%, for employee-related expenses, excluding stock-based compensation, primarily due to the decrease in headcount;
- an increase of approximately $1.7 million, or 36%, for consulting, licensing and professional fees, primarily related to the advancement of our clinical trials of tamibarotene, partially offset by the decreases in costs associated with our clinical trial of SY-5609.

General and Administrative Expense

General and administrative expense increased by approximately $0.4 million, or 2%, from $22.0 million for the nine months ended September 30, 2022 to $22.4 million for the nine months ended September 30, 2023. The change in general and administrative expense was primarily attributable to an increase in consulting and professional fees and an increase in stock based-compensation.

Restructuring Costs

Restructuring costs for the nine months ended September 30, 2023 consist primarily of severance, post-employment benefit, outplacement services, impairment charges and any other expenses that we incur related to the realignment of our strategy and cost reduction measures.

Transaction Related Expenses

Transaction related expenses during the nine months ended September 30, 2022 primarily consist of incurred costs allocated to the warrants issued in connection with the PIPE Financing that were accounted for as liabilities, and severance paid to former Tyme employees, which costs did not recur during the nine months ended September 30, 2023.

Interest Income

Interest income was derived generally from our investments in cash, cash equivalents and marketable securities. The increase in interest income during the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022 was due to the higher average cash balance and higher interest rates during the nine months ended September 30, 2023 compared to the same period in 2022.

Interest Expense

Interest expense was related to our credit facility with Oxford and equipment financing arrangements. Interest expense increased from the nine months ended September 30, 2022 to the nine months ended September 30, 2023 due to a higher interest rate during the nine months ended September 30, 2023 compared to the same period in 2022.

Change in Fair Value of Warrant Liabilities

The change in fair value of warrant liabilities during the nine months ended September 30, 2023 was primarily driven by the increase in price of our common stock, partially offset by the decrease in the remaining expected life of the warrants. The change in fair value of the warrant liabilities during the nine months ended September 30, 2022 was primarily driven by the decrease in the price of our common stock.

Liquidity and Capital Resources

Sources of Liquidity

We funded our operations from inception through September 30, 2023, primarily through the issuance of equity securities, through license and collaboration agreements, including those with Incyte and GBT, and through the credit facility with Oxford.

On July 3, 2022, we entered into the Merger Agreement with Tyme. Also on July 3, 2022, immediately prior to the execution and delivery of the Merger Agreement, we entered into the Securities Purchase Agreement with certain accredited investors.

In connection with the closing of the Merger on September 16, 2022, and in accordance with the terms of the Merger Agreement, we acquired net cash, cash equivalents and marketable securities of approximately $67.1 million. The PIPE Financing closed concurrently with the Merger on September 16, 2022, pursuant to which we received aggregate gross proceeds of $129.9 million, before deducting offering expenses payable by us, and not inclusive of any exercise of the warrants issued in the PIPE Financing.

On February 12, 2020, we entered into a Loan and Security Agreement, or the Loan Agreement, with Oxford. Pursuant to the Loan Agreement, a term loan of up to an aggregate principal amount of $60.0 million is available to us. A $20.0 million term loan was funded on February 12, 2020, and another $20.0 million term loan was funded on December 23, 2020. On July 3, 2022, we entered into an amendment, or the Loan Amendment, to the Loan Agreement with Oxford. Pursuant to the Loan Amendment, Oxford has agreed to modify the Loan Agreement in order to, among other things, extend the interest only period from March 1, 2023 to March 1, 2024 and extend the maturity date from February 1, 2025 to February 1, 2026, and upon the achievement of certain milestones and subject to the payment of certain fees, further extend the interest only period to September 1, 2024 and maturity date to August 1, 2026. As of September 30, 2023, $20.0 million remains available under the Loan Agreement at the sole discretion of Oxford.

On April 6, 2023, we filed a universal shelf registration statement on Form S-3, or the 2023 Registration Statement, with the SEC to register for sale from time to time up to $250.0 million of common stock, preferred stock, debt securities, warrants and/or units in one or more registered offerings. The 2023 Registration Statement was declared effective on April 28, 2023. Further, in April 2023, we entered into an at-the-market sales agreement with Cowen and Company, LLC, or Cowen, pursuant to which we may offer and sell shares of our common stock having an aggregate offering price of up to $50.0 million through Cowen pursuant to the 2023 Registration Statement.

Upon entry into the 2023 sales agreement, we terminated our prior at-the-market program pursuant to the original sales agreement dated July 12, 2020. At the time of such termination, the entire $75.0 million available under such agreement remained unsold.

As of September 30, 2023, $250.0 million of securities remained available for future issuance under the 2023 Registration Statement.

As of September 30, 2023, $50.0 million of our common stock remained available for future issuance under the sales agreement with Cowen.

As of September 30, 2023, we had cash and cash equivalents of approximately $112.2 million.

Cash Flows

The following table provides information regarding our cash flows for the nine months ended September 30, 2023 and 2022 (in thousands):

	Nine Months Ended September 30,	
	2023	2022
Net cash (used in) provided by:		
Operating activities	$ (91,145)	$ (91,982)
Investing activities	35,815	29,464
Financing activities	82	141,748
Net (decrease) increase in cash, cash equivalents and restricted cash	$ (55,248)	$ 79,230

Net Cash Used in Operating Activities

Net cash used in operating activities for the nine months ended September 30, 2023 and 2022 resulted primarily from our net losses adjusted for non-cash charges and changes in components of working capital.

Net cash used in operating activities was $91.1 million during the nine months ended September 30, 2023 compared to $92.0 million for the nine months ended September 30, 2022. The decrease in net cash used in operating activities during the nine months ended September 30, 2023 was primarily due to a net increase of $4.2 million in interest income and expense, a decrease of $4.9 million in the change of net operating assets partially offset by an increase of $2.0 million in loss from operations during the nine months ended September 30, 2023, and a $5.0 million transaction cost allocated to warrants issued in connection with the PIPE Financing during the nine months ended September 30, 2022.

Net Cash Provided by Investing Activities

Net cash provided by investing activities was $35.8 million during the nine months ended September 30, 2023 compared to net cash provided by investing activities of $29.5 million during the nine months ended September 30, 2022. The net cash provided by investing activities during the nine months ended September 30, 2022 was primarily due to the maturity of marketable securities of $87.0 million, partially offset by the purchases of marketable securities of $51.0 million, and the purchase of $0.2 million of property and equipment during the nine months ended September 30, 2023. The net cash provided by investing activities during the nine months ended September 30, 2022 was primarily due to the maturity of marketable securities of $30.0 million, partially offset by the purchase of $0.5 million of property and equipment.

Net Cash Provided by Financing Activities

Net cash provided by financing activities was $0.1 million during the nine months ended September 30, 2023 compared to the net cash provided by financing activities of $141.8 million for the nine months ended September 30, 2022. Cash provided by financing activities for the nine months ended September 30, 2023 was primarily due to the proceeds from issuance of our common stock pursuant to our employee stock purchase plan. In comparison, net cash provided by financing activities for the nine months ended September 30, 2022 was primarily due to $128.1 million of proceeds from the issuance of common stock and accompanying 2022 Warrants and 2022 Pre-Funded Warrants in the PIPE Financing, net of issuance costs, and $14.2 million of proceeds from the Merger (recapitalization), net of issuance costs, partially offset by the payment of $0.3 million to Oxford related to an amendment to our Loan and Security Agreement, and $0.2 million of payments made under our financing lease.

Funding Requirements

We expect to incur significant expenses in connection with our ongoing activities, particularly as we continue to advance our clinical trials of tamibarotene, seek to develop companion diagnostic tests for use with tamibarotene, and seek marketing approval for tamibarotene or any future product candidates that we successfully develop. In addition, if we obtain marketing approval for tamibarotene or any other product candidate, we expect to incur significant commercialization expenses related to establishing sales, marketing, distribution and other commercial infrastructure to commercialize such products. We will need to obtain substantial additional funding in connection with our continuing operations. If we are unable to raise capital when needed or on favorable terms, we would be forced to delay, reduce, eliminate, or out-license our development programs or future commercialization rights to our product candidates.

We believe that our cash and cash equivalents as of September 30, 2023, will enable us to fund our planned operating expense and capital expenditure requirements into 2025. Our future funding requirements, both short-term and long-term, will depend on many factors, including:

- the scope, progress, timing, costs and results of clinical trials of tamibarotene and associated companion diagnostic tests;
- development efforts for any future product candidates that we may develop;
- the number of future product candidates that we pursue and their development requirements;
- our ability to enter into, and the terms and timing of, any collaborations, licensing agreements or other arrangements;
- the outcome, timing and costs of seeking regulatory approvals;
- the costs of commercialization activities for tamibarotene or any other product candidate that receives marketing approval to the extent such costs are not the responsibility of any collaborators, including the costs and timing of establishing product sales, marketing, distribution and manufacturing capabilities;
- the costs of acquiring potential new product candidates or technology;
- the costs of any physician education programs relating to selecting and treating genomically defined patient populations;
- the timing and amount of milestone and other payments due to TMRC Co. Ltd., or TMRC, associated with the development, manufacture and commercialization of tamibarotene;
- revenue received from commercial sales, if any, of our current and future product candidates;
- our employment-related costs as we advance our clinical pipeline and establish a commercial infrastructure;
- the costs of preparing, filing and prosecuting patent applications, maintaining and protecting our intellectual property rights and defending against intellectual property related claims; and
- the impact of public health crises, including epidemics and pandemics such as the COVID-19 pandemic.

Identifying potential product candidates and conducting clinical trials is a time-consuming, expensive and uncertain process that takes many years to complete, and we may never generate the necessary data or results required to obtain marketing approval and achieve product sales. In addition, tamibarotene or any future product candidate, if approved, may not achieve commercial success. Accordingly, we will need to continue to rely on additional financing to achieve our business objectives. Adequate additional financing may not be available to us on acceptable terms, or at all.

Until such time, if ever, as we can generate substantial product revenues, we expect to finance our cash needs through a combination of equity offerings, debt financings, collaborations, strategic alliances and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interests of our common stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends.

If we raise funds through additional collaborations, strategic alliances or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or to grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market product candidates that we would otherwise prefer to develop and market ourselves.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk related to changes in interest rates. Our primary exposure to market risk is interest rate sensitivity, which is affected by changes in the general level of U.S. interest rates, particularly because our investments in cash equivalents are in the form of money market funds and are invested in U.S. treasury or government obligations. However, because of the short-term nature of the duration of our portfolio and the low-risk profile of our investments, we believe an immediate 10% change in market interest rates would not be expected to have a material impact on the fair market value of our investment portfolio or on our financial condition or results of operations.

We are also exposed to market risk related to changes in foreign currency exchange rates. We contract with vendors that are located in Asia and Europe and certain invoices are denominated in foreign currencies. We are subject to fluctuations in foreign currency rates in connection with these arrangements. We do not currently hedge our foreign currency exchange rate risk. As of September 30, 2023, we did not have significant liabilities denominated in foreign currencies.

Inflation generally affects us by increasing our cost of labor and clinical trial costs. We do not believe that inflation had a material effect on our business, financial condition or results of operations during the nine months ended September 30, 2023 and 2022.

Item 4. Controls and Procedures

Management's Evaluation of our Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (2) accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their control objectives.

Our management, with the participation of our Chief Executive Officer, who serves as our Principal Executive Officer, and our Chief Financial Officer, who serves as our Principal Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2023, the end of the period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of such date.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1A. Risk Factors.

The following information updates, and should be read in conjunction with, the risk factors discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2022, or the 2022 10-K. Any of the risk factors contained in this Quarterly Report on Form 10-Q and the 2022 10-K could materially affect our business, financial condition or future results, and such risk factors may not be the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

Risks Related to the Discovery, Development and Commercialization of Product Candidates

In the near term, we are dependent on the success of tamibarotene. If we are unable to complete the clinical development of, obtain marketing approval for, or successfully commercialize tamibarotene, either alone or with a collaborator, or if we experience significant delays in doing so, our business will be substantially harmed.

We currently have no products approved for sale and are focusing our efforts and financial resources towards the development of tamibarotene. Our ability to generate product revenue will depend heavily on the successful clinical development and eventual commercialization of tamibarotene.

We, and any collaborators, are not permitted to commercialize, market, promote or sell any product candidate in the United States without obtaining marketing approval from the FDA. Foreign regulatory authorities, such as the EMA, impose similar requirements in foreign jurisdictions. Before obtaining marketing approval from regulatory authorities for the sale of tamibarotene or any future product candidates, we must conduct extensive clinical trials to demonstrate the safety and efficacy of our product candidates in humans.

Clinical trials of a product candidate require the activation of clinical trial sites and the enrollment of a sufficient number of patients, including patients who are suffering from the disease the product candidate is intended to treat and who meet other eligibility criteria. Our anticipated time to data in our clinical trials and the quantity of data to be presented from these trials is and will continue to be subject to our continued ability to activate clinical trial sites, recruit eligible patients, and the satisfaction by patients of other eligibility criteria for participation in the trial. In the case of tamibarotene, our time to data is also dependent on the prevalence of patients who overexpress the RARA biomarker and the impact of new product approvals in the AML and MDS fields. The rate of site activations and patient enrollment in the trial is difficult to predict, and we have experienced slower-than-anticipated site activations in our SELECT-MDS-1 trial as we expanded the study global footprint. There can be no assurance that we will enroll or have data from our clinical trials when we anticipate.

Clinical testing is expensive, difficult to design and implement, can take many years to complete and is uncertain as to outcome. We cannot guarantee that any clinical trials will be conducted as planned or completed on schedule, if at all. The clinical development of our product candidates is susceptible to the risk of failure inherent at any stage of product development. Moreover, we, or any collaborators, may experience any of a number of possible unforeseen adverse events in connection with clinical trials, many of which are beyond our control, including:

- we, or our collaborators, may fail to demonstrate efficacy in a clinical trial or across a broad population of patients;
- it is possible that, even if one or more of our product candidates has a beneficial effect, that effect will not be detected during clinical evaluation as a result of one or more of a variety of factors, including the size, duration, design, measurements, conduct or analysis of our clinical trials. Conversely, as a result of the same factors, our clinical trials may indicate an apparent positive effect of a product candidate that is greater than the actual positive effect, if any. For example, many compounds that initially showed promise in earlier stage testing have later been found to cause side effects that prevented further development of the compound;
- our product candidates may have undesirable side effects or other unexpected characteristics or otherwise expose participants to unacceptable health risks, causing us, our collaborators or our investigators, regulators or institutional review boards or the data safety monitoring board for such trial to halt, delay, interrupt, suspend or terminate the trials or cause us, or any collaborators, to abandon development or limit

development of that product candidate to certain uses or subpopulations in which the undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk-benefit perspective;

•if our product candidates have undesirable side effects, it could result in a more restrictive label, or it could result in the delay or denial of marketing approval by the FDA or comparable foreign regulatory authorities;

•clinical trials of our product candidates may produce negative or inconclusive results, and we, or our collaborators, may decide, or regulators may require us, to conduct additional clinical trials, including testing in more subjects, or abandon product development programs;

•regulators or institutional review boards may not authorize us, our collaborators or our investigators to commence a clinical trial or conduct a clinical trial at a prospective trial site;

•we or our collaborators may have delays in reaching or fail to reach agreement on acceptable clinical trial contracts or clinical trial protocols with prospective trial sites;

•the number of patients required for clinical trials of our product candidates may be larger than we anticipate; enrollment in these clinical trials, which may be particularly challenging for some of the diseases we target, may be slower than we anticipate; or participants may drop out of these clinical trials at a higher rate than we anticipate;

•third-party contractors used by us or our collaborators may fail to comply with regulatory requirements or meet their contractual obligations in a timely manner, or at all;

•significant clinical trial delays could shorten any periods during which we, or any collaborators, may have the exclusive right to commercialize our product candidates or allow our competitors, or the competitors of any collaborators, to bring products to market before we, or any collaborators, do;

•the cost of clinical trials of our product candidates may be greater than anticipated; and

•the supply or quality of our product candidates or other materials necessary to conduct clinical trials of our product candidates may be insufficient or inadequate.

In addition, we are conducting our SELECT-MDS-1 and SELECT-AML-1 clinical trials in foreign countries and may conduct other clinical trials outside the United States in the future. We do not have employees or significant operational capabilities located outside of the United States, and we rely on third parties, such as contract research organizations, or CROs, to conduct our clinical trials in foreign countries. Conducting clinical trials in foreign countries presents additional risks that may delay completion of our clinical trials. These risks include the failure of enrolled patients in foreign countries to adhere to clinical protocols as a result of differences in healthcare services or cultural customs, managing additional administrative burdens associated with foreign regulatory schemes, as well as political and economic risks relevant to such foreign countries.

Our failure to successfully complete clinical trials of tamibarotene or any future product candidates, and to demonstrate the efficacy and safety necessary to obtain regulatory approval to market such product candidates, could result in additional costs to us, or any collaborators, would impair our ability to generate revenue from product sales, regulatory and commercialization milestones and royalties and would significantly harm our business.

We face substantial competition, which may result in others developing or commercializing products before or more successfully than we do.

We expect that we, and any collaborators, will face significant competition from major pharmaceutical companies, specialty pharmaceutical companies and biotechnology companies worldwide with respect to any of our product candidates that we, or any collaborators, may seek to develop or commercialize in the future. Specifically, there are a number of large pharmaceutical and biotechnology companies that currently market and sell products or are pursuing the development of product candidates for the treatment of the key indications targeted in our clinical trials involving tamibarotene.

For example, we are aware of several new drugs approved by the FDA since 2018 for the treatment of newly diagnosed unfit AML or patient subsets within newly diagnosed unfit AML (including ivosidenib, venetoclax, and glasdegib), and one new drug approved by the FDA in 2020 for the treatment of MDS or patient subsets within MDS (decitabine/cedazuridine). Tamibarotene may also face competition from other agents currently in clinical development

for AML and MDS, including those in late-stage development from AbbVie Inc., Roche Holding AG, Novartis AG, Astex Pharmaceuticals, Inc. and Pfizer Inc.

Our competitors may succeed in developing, acquiring or licensing technologies and products that are more effective, have fewer side effects or more tolerable side effects, have greater ease of access, or are less costly than any product candidates that we are currently developing or that we may develop, which could render our product candidates obsolete and noncompetitive. For example, the evolving standard of care for the treatment of patients with AML and the response rates and duration of response seen with approved and investigational agents in this disease may result in a longer and more complex clinical development path for tamibarotene, which in turn will impact the potential return on investments in clinical trials of tamibarotene. Our competitors also may obtain FDA or other marketing approval for their products before we, or any collaborators, are able to obtain approval for ours, which could result in our competitors establishing a strong market position before we, or any collaborators, are able to enter the market.

Many of our existing and potential future competitors have significantly greater financial resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining marketing approvals and marketing approved products than we do. Mergers and acquisitions in the pharmaceutical and biotechnology industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These competitors also compete with us in recruiting and retaining qualified scientific and management personnel and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, the development of our product candidates.

Item 6. Exhibits.

Exhibit No.	Description of Exhibit
3.1	Restated Certificate of Incorporation of the Registrant, including the Certificate of Designation of Preferences, Rights and Limitation of Series A Convertible Preferred Stock of the Registrant, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 (File No. 001-37813) filed on November 14, 2022).
3.2	Second Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (File No. 001-37813) filed on August 5, 2021).
10.1*	Retirement and Transition Agreement, dated September 28, 2023, by and between the Registrant and Nancy Simonian, M.D.
10.2*^	Amended and Restated Offer Letter, dated September 28, 2023, by and between the Registrant and Conley Chee.
31.1	Certification of principal executive officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2	Certification of principal financial officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32.1	Certification of principal executive officer pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code.
32.2	Certification of principal financial officer pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code.
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH	Inline XBRL Taxonomy Extension Schema Document

101.CAL	Inline XBRL Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document
104	Cover Page Interactive Data (formatted as Inline XBRL and contained in Exhibit 101)

* Indicates management contract or compensatory plan.
^ Portions of this exhibit have been omitted pursuant to Item 601(b)(10)(iv) of Regulation S-K.

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 thereunto duly authorized.

Syros Pharmaceuticals, Inc.

Date: November 14, 2023

By: /s/ Jason Haas
Jason Haas
Chief Financial Officer (Principal Financial Officer)

RETIREMENT AND TRANSITION AGREEMENT

This Retirement and Transition Agreement (the "Agreement") is made by and between Nancy Simonian (the "Executive") and Syros Pharmaceuticals, Inc. ("Syros" or the "Company") (together, the "Parties").

WHEREAS, the Company and the Executive are parties to that certain amended and restated letter agreement dated as of November 13, 2012 (as amended on January 29, 2016) (the "Offer Letter"), under which the Executive currently serves as President and Chief Executive Officer of the Company;

WHEREAS, the Executive has notified the Company of her desire to retire from the Company, and the Parties mutually have agreed to establish terms for the Executive's transition and separation from employment with the Company and continued service on the Board of Directors of the Company (the "Board"); and

WHEREAS, the Parties agree that the payments, benefits and rights set forth in this Agreement shall be the exclusive payments, benefits and rights due to the Executive in connection with her retirement and separation from employment with the Company and in connection with her continued service on the Board;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1)**Retirement Date; Resignation from Position(s); Transition Period**.

a)The Executive's effective date of retirement and separation from employment with the Company will be December 1, 2023 (the "Retirement Date"). The Executive hereby resigns as of the Retirement Date, from her positions as President and Chief Executive Officer of the Company and from any and all other positions she holds as an officer or employee of the Company and its subsidiaries, and further agrees to execute and deliver any documents reasonably necessary to effectuate such resignations, as requested by the Company. As of the Agreement Effective Date (as defined below), the Offer Letter will terminate and be of no further force or effect; provided, however, that the Nondisclosure, Assignment and Non-Solicitation Agreement dated September 21, 2023 (the "Restrictive Covenants Agreement") shall remain in full force and effect both during the Transition Period (as defined below) and thereafter in accordance with its terms. Notwithstanding the foregoing, the Company retains the right to terminate the Executive's employment prior to the Retirement Date for Cause (as defined in the Offer Letter), in which case the Executive will not be eligible to receive the Retirement Benefits or any other compensation or benefits from the Company other than the Accrued Obligations (as defined below).

b)The period between the Agreement Effective Date and the Retirement Date will be a transition period (the "Transition Period"). During the Transition Period, the Executive will continue to perform on a full-time basis those duties consistent with

her position and use her best efforts to professionally, timely and cooperatively perform such duties, as well as such additional transition duties as may be requested by and at the direction of the Board, including, without limitation, assisting with the transition of her duties and responsibilities to any individual hired by the Company to assume the Executive's responsibilities, including any individual hired in the role of President and/or Chief Executive Officer (collectively, the "Transition Duties"). During the Transition Period, the Executive will continue to receive her current base salary, to participate in the Company's benefit plans (pursuant to the terms and conditions of such plans) and to be entitled to vacation time in accordance with Company policy.

c)Upon the Retirement Date, the Executive shall be paid, in accordance with the Company's regular payroll practices, all unpaid base salary earned through such date, and reimbursement of any properly incurred unreimbursed business expenses incurred through the Retirement Date (together, the "Accrued Obligations"). As of the Executive's Retirement Date, all salary payments from the Company will cease and any benefits the Executive had as of such date under Company-provided benefit plans, programs, or practices will terminate, except as required by federal or state law or as otherwise specifically set forth in this Agreement or as required under the terms of such plans, programs or practices.

2)**Membership on the Company's Board of Directors**. The Executive shall remain a member of the Board through the expiration of her current term and thereafter as nominated and elected in accordance with the Company's guidelines and policies related to nomination and election of members of the Board and the Company's certificate of incorporation and bylaws. After the Retirement Date, while the Executive is a non-employee director of the Company, the Executive shall receive the compensation set forth in the Company's Amended and Restated Director Compensation Policy effective September 16, 2022, as amended from time to time, including annual cash compensation and annual equity grants, pro-rated for partial years of service as a non-employee director.

3)**Retirement Benefits**. In consideration of the Executive's entering into and abiding by the commitments and obligations set forth in this Agreement, and provided the Executive (i) signs and returns this Agreement on or before October 6, 2023, (ii) continues employment through the Retirement Date in accordance with the terms hereof, (iii) signs and returns the Additional Release of Claims attached hereto as Attachment A (the "Additional Release") on but not before the Retirement Date and does not timely revoke such Additional Release as described therein, and (iv) complies with the terms of this Agreement, the Additional Release and the Restrictive Covenants Agreement, the Company will provide the Executive with the following retirement benefits (the "Retirement Benefits"):

a)Although following the Retirement Date, the Executive will no longer be eligible to receive the annual incentive bonus described in the Offer Letter, the Company will nonetheless provide the Executive with a payment of the annual incentive bonus that she would have earned for 2023, pro-rated based on the portion of 2023 for which the Executive was employed by the Company, based on Company performance as assessed by the Board (or a duly authorized committee thereof).

This bonus shall be paid to the Executive in a lump sum payment, less all applicable taxes and withholdings, at the time the Company regularly pays out management bonuses for 2023.

b)The outstanding equity awards granted by the Company to the Executive prior to the Retirement Date shall be treated as follows:

(I)All outstanding stock options granted by the Company to the Executive under the Company's 2012 Equity Incentive Plan, as amended (the "2012 Plan"), which options have an exercise price equal to or greater than $75 per share of Company common stock shall be treated as set forth in the applicable option agreement and the 2012 Plan;

(II)All outstanding stock options granted by the Company to the Executive under the Company's 2012 Plan, which options have an exercise price less than $75 per share of Company common stock, shall be modified to extend the period of time in which each such option may be exercised until the earlier to occur of: (A) cessation of the Executive's service on the Board and (B) the expiration date of such option;

(III)All outstanding stock options granted by the Company to the Executive under the Company's 2016 Stock Incentive Plan (the "2016 Plan"), which options have an exercise price equal to or greater than $75 per share of Company common stock, shall terminate as of the Retirement Date and the Executive shall have no further rights with respect to such stock options;

(IV)All outstanding stock options with an exercise price that is less than $75 per share of Company common stock and all restricted stock units, in each case granted by the Company to the Executive under the 2016 Plan, shall remain outstanding during the period that the Executive remains in service on the Board and shall continue to be eligible to vest based upon such service and shall be treated as set forth in the applicable award agreement, the 2016 Plan, the Offer Letter and applicable resolutions of the Board or the Compensation Committee of the Board (including, for the avoidance of doubt, the provisions related to accelerated vesting of options on qualifying terminations following a change in control);

(V)All outstanding stock options and restricted stock unit awards granted by the Company to Executive under the 2022 Equity Incentive Plan (the "2022 Plan") shall remain outstanding during the period that the Executive remains in service on the Board and shall continue to be eligible to vest based upon such service and shall be treated as set forth in the applicable award agreement, the 2022 Plan, the Offer Letter and applicable resolutions of the Board or the Compensation Committee of the Board (including, for the avoidance of doubt, the provisions related to accelerated vesting of awards on qualifying terminations following a change in control); and

(VI)Notwithstanding anything to the contrary in paragraphs (IV) or (V) above, if the Executive (A) is willing to stand for election to the Board at the Company's 2025

annual meeting of stockholders (the "2025 Annual Meeting"), (B) meets the criteria for nomination as a director in the form contained in the Company's Corporate Governance Guidelines in effect as of the Retirement Date, and (C) is not nominated by the Board or committee thereof for election to the Board at the 2025 Annual Meeting, then the vesting of all stock options and restricted stock unit awards with time-based vesting granted to the Executive under the 2016 Plan and 2022 Plan prior to the Retirement Date shall accelerate on the date immediately preceding the 2025 Annual Meeting..

Other than the Retirement Benefits and Accrued Obligations, the Executive will not be eligible for, nor shall she have a right to receive, any payments or benefits from the Company following the Retirement Date. For the avoidance of doubt, the Executive acknowledges that she is not eligible for or entitled to receive any severance benefits or other payments or benefits pursuant to the Offer Letter on the Retirement Date, and further acknowledges that she will not be eligible to receive the Retirement Benefits (or any payments or benefits from the Company other than the Accrued Obligations) if she fails to timely enter into this Agreement and the Additional Release or if her employment is terminated for Cause prior to the Retirement Date or if she fails to comply with her obligations under this Agreement or the Restrictive Covenants Agreement.

4)**Release of Claims**. In consideration of the Retirement Benefits, which the Executive acknowledges she would not otherwise be entitled to receive, the Executive hereby fully, forever, irrevocably and unconditionally releases, remises and discharges the Company, its affiliates, subsidiaries, parent companies, predecessors, and successors, and all of their respective past and present officers, directors, stockholders, partners, members, employees, agents, representatives, plan administrators, attorneys, insurers and fiduciaries (each in their individual and corporate capacities) (collectively, the "Released Parties") from any and all claims, charges, complaints, demands, actions, causes of action, suits, rights, debts, sums of money, costs, accounts, reckonings, covenants, contracts, agreements, promises, doings, omissions, damages, executions, obligations, liabilities, and expenses (including attorneys' fees and costs), of every kind and nature that the Executive ever had or now has against any or all of the Released Parties, whether known or unknown, including, but not limited to, any and all claims arising out of or relating to the Executive's employment with, separation or retirement from, and/or ownership of securities of the Company, including, but not limited to, all claims under Title VII of the Civil Rights Act of 1964, 42 U.S.C. § 2000e et seq., the Americans With Disabilities Act of 1990, 42 U.S.C. § 12101 et seq., the Genetic Information Nondiscrimination Act of 2008, 42 U.S.C. § 2000ff et seq., the Family and Medical Leave Act, 29 U.S.C. § 2601 et seq., the Worker Adjustment and Retraining Notification Act ("WARN"), 29 U.S.C. § 2101 et seq., the Rehabilitation Act of 1973, 29 U.S.C. § 701 et seq., Executive Order 11246, Executive Order 11141, the Fair Credit Reporting Act, 15 U.S.C. § 1681 et seq., and the Employee Retirement Income Security Act of 1974 ("ERISA"), 29 U.S.C. § 1001 et seq., all as amended; all claims arising out of the Massachusetts Fair Employment Practices Act, Mass. Gen. Laws ch. 151B, § 1 et seq., the Massachusetts Civil Rights Act, Mass. Gen. Laws ch. 12, §§ 11H and 11I, the Massachusetts Equal Rights Act, Mass. Gen. Laws. ch. 93, § 102, Mass. Gen. Laws ch. 214, § 1C (Massachusetts right to be free from sexual harassment law), the Massachusetts Labor and Industries Act, Mass. Gen. Laws ch. 149, § 1 et seq., Mass. Gen. Laws ch. 214,

§ 1B (Massachusetts right of privacy law), the Massachusetts Parental Leave Act, Mass. Gen. Laws ch. 149, § 105D, the Massachusetts Paid Family and Medical Leave Act, Mass. Gen. Laws ch. 175m, § 1, et seq., the Massachusetts Earned Sick Time Law, Mass. Gen. Laws ch. 149, § 148c, and the Massachusetts Small Necessities Leave Act, Mass. Gen. Laws ch. 149, § 52D, all as amended; all rights and claims under the Massachusetts Wage Act, Mass. Gen. Laws ch. 149, § 148 et seq., as amended (Massachusetts law regarding payment of wages and overtime), including any rights or claims thereunder to unpaid wages, including overtime, bonuses, commissions, and accrued, unused vacation time; all common law claims including, but not limited to, actions in defamation, intentional infliction of emotional distress, misrepresentation, fraud, wrongful discharge, and breach of contract (including, without limitation, all claims arising out of or related to the Offer Letter); all claims to any non-vested ownership interest in the Company or any of its affiliates, contractual or otherwise; all state and federal whistleblower claims to the maximum extent permitted by law; and any claim or damage arising out of the Executive's employment with and/or separation from the Company (including a claim for retaliation) under any common law theory or any federal, state or local statute or ordinance not expressly referenced above; provided, however, that this release of claims shall not (i) prevent the Executive from filing a charge with, cooperating with, or participating in any investigation or proceeding before, the Equal Employment Opportunity Commission or a state fair employment practices agency (except that the Executive acknowledges that she may not recover any monetary benefits in connection with any such charge, investigation, or proceeding, and the Executive further waives any rights or claims to any payment, benefit, attorneys' fees or other remedial relief in connection with any such charge, investigation or proceeding); (ii) deprive the Executive of any rights the Executive may have to be indemnified by the Company as provided in any agreement between the Company and the Executive or pursuant to the Company's Certificate of Incorporation or Bylaws or deprive the Executive of any rights under the Company's director and officer insurance policies; or (iii) impact any right the Executive has to vested benefits under the Company's equity and benefit plans.

5)**Ongoing Obligations**. The Executive acknowledges and reaffirms her obligation, except as otherwise permitted by Section 8 below or in connection with her duties and services to the Board, to keep confidential and not to use or disclose any and all non-public information concerning the Company acquired by her during the course of her employment with and/or service as a director of the Company, including, but not limited to, any non-public information concerning the Company's business, operations, products, programs, affairs, performance, personnel, technology, science, intellectual property, plans, strategies, approaches, prospects, financial condition or development related matters. The Executive also acknowledges and reaffirms all of her continuing obligations pursuant to the Restrictive Covenants Agreement, which survives her separation from employment with the Company and shall remain in full force and effect.

6)**Non-Disparagement**. The Executive understands and agrees that, except as otherwise permitted by Section 8 below or in connection with her duties and services to the Board, she will not, in public or private, make any false, disparaging, negative, critical, adverse, derogatory or defamatory statements, whether orally or in writing, including online (including, without limitation, on any social media, networking, or employer review site)

or otherwise, to any person or entity, including, but not limited to, any media outlet, industry group, key opinion leader, financial institution, research analyst or current or former employee, board member, consultant, shareholder, client or customer of the Company, regarding the Company, or any of the other Released Parties, or regarding the Company's business, operations, products, programs, affairs, performance, personnel, technology, science, intellectual property, plans, strategies, approaches, prospects, financial condition or development related matters. In turn, the Company agrees to instruct its officers and directors not to, in public or private, make any false, disparaging, derogatory or defamatory statements, online (including, without limitation, on any social media, networking, or employer review site) or otherwise, to any person or entity, including, but not limited to, any media outlet, industry group, key opinion leader, financial institution, research analyst, or current or former board member, consultant, client, or customer of the Company, regarding the Executive.

7)**Return of Company Property**. The Executive confirms that, except as she may be specifically instructed otherwise by the Board, no later than the Retirement Date (or at such earlier time as requested by the Board), she will return to the Company all property of the Company, tangible or intangible, including but not limited to keys, files, records (and copies thereof), equipment (including, but not limited to, computer hardware, software and printers, wireless handheld devices, cellular phones, tablets, etc.), Company identification and any other Company-owned property in her possession or control and that she will leave intact all electronic Company documents, including but not limited to those that she developed or helped to develop during her employment. The Executive further confirms that, except as she may be specifically instructed otherwise by the Board, no later than the Retirement Date (or at such earlier time as requested by the Company), she will cancel all accounts for her benefit, if any, in the Company's name, including but not limited to, credit cards, telephone charge cards, cellular phone and/or wireless data accounts and computer accounts. Notwithstanding the foregoing, Executive may retain documents and information related to the terms and conditions of her employment and/or retirement or that are necessary for her continued service on the Board.

8)**Scope of Disclosure Restrictions**. Nothing in this Agreement, the Additional Release, or elsewhere prohibits the Executive from communicating with government agencies about possible violations of federal, state, or local laws or otherwise providing information to government agencies, filing a complaint with government agencies, or participating in government agency investigations or proceedings. The Executive is not required to notify the Company of any such communications; provided, however, that nothing herein authorizes the disclosure of information the Executive obtained through a communication that was subject to the attorney-client privilege. Further, notwithstanding the Executive's confidentiality and nondisclosure obligations, the Executive is hereby advised as follows pursuant to the Defend Trade Secrets Act: "An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that (A) is made (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may

disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order."

9)**Cooperation**. The Executive agrees that, to the extent permitted by law, she shall cooperate fully with the Company in the investigation, defense or prosecution of any claims or actions which already have been brought, are currently pending, or which may be brought in the future against the Company by a third party or by or on behalf of the Company against any third party, whether before a state or federal court, any state or federal government agency, or a mediator or arbitrator. The Executive's full cooperation in connection with such claims or actions shall include, but not be limited to, being available to meet with the Company's counsel, at reasonable times and locations designated by the Company, to investigate or prepare the Company's claims or defenses, to prepare for trial or discovery or an administrative hearing, mediation, arbitration or other proceeding, to provide any relevant information in her possession, and to act as a witness when requested by the Company. The Company will reimburse the Executive for all reasonable and documented out of pocket costs that she incurs to comply with this paragraph. The Executive further agrees that, to the extent permitted by law, she will notify the Company promptly in the event that she is served with a subpoena (other than a subpoena issued by a government agency), or in the event that she is asked to provide a third party (other than a government agency) with information concerning any actual or potential complaint or claim against the Company.

10)**Tax Acknowledgement**. The Executive acknowledges that she is not relying upon the advice or representation of the Company with respect to the tax treatment of any of the consideration set forth herein. Any and all payments made hereunder shall be subject to all applicable withholding.

11)**Amendment and Waiver**. This Agreement and the Additional Release, upon their respective effective dates, shall be binding upon the Parties and may not be modified in any manner, except by an instrument in writing of concurrent or subsequent date signed by duly authorized representatives of the Parties. This Agreement and the Additional Release are binding upon and shall inure to the benefit of the Parties and their respective agents, assigns, heirs, executors/administrators/personal representatives, and successors. No delay or omission by the Company in exercising any right under this Agreement or the Additional Release shall operate as a waiver of that or any other right. A waiver or consent given by the Company on any one occasion shall be effective only in that instance and shall not be construed as a bar to or waiver of any right on any other occasion.

12)**Validity**. Should any provision of this Agreement or the Additional Release be declared or be determined by any court of competent jurisdiction to be illegal or invalid, the validity of the remaining parts, terms or provisions shall not be affected thereby and said illegal or invalid part, term or provision shall be deemed not to be a part of this Agreement or the Additional Release.

13)**Nature of Agreement**. Both Parties understand and agree that this Agreement is a retirement and release of claims agreement and does not constitute an admission of liability or wrongdoing on the part of the Company or the Executive.

14)**Time for Consideration and Revocation**. The Executive acknowledges that she was initially presented with this Agreement on September 28, 2023 (the "Receipt Date"). The Executive understands that this Agreement shall be of no force or effect unless she signs and returns this Agreement on or before October 6, 2023 (the day of such execution, the "Agreement Effective Date"). Executive further understands that she will not be eligible to receive the Retirement Benefits unless she timely signs, returns, and does not revoke the Additional Release.

15)**Acknowledgments**. The Executive acknowledges that she has been given a reasonable amount of time to consider this Agreement, and at least twenty-one (21) days from the Receipt Date to consider the Additional Release (such 21-day period, the "Consideration Period"), and that the Company is hereby advising her to consult with an attorney of her own choosing prior to signing this Agreement and the Additional Release. The Executive further acknowledges and agrees that any changes made to this Agreement or any exhibits or attachments hereto following her initial receipt of this Agreement on the Receipt Date, whether material or immaterial, shall not re-start or affect in any manner the Consideration Period. The Executive understands that she may revoke the Additional Release for a period of seven (7) days after she signs it by notifying the Company in writing, and that the Additional Release shall not be effective or enforceable until the expiration of the seven (7) day revocation period. The Executive understands and agrees that by entering into the Additional Release she will be waiving any and all rights or claims she might have under the Age Discrimination in Employment Act, as amended by the Older Workers Benefit Protection Act, and that she will have received consideration beyond that to which she was previously entitled.

16)**Voluntary Assent**. The Executive affirms that no other promises or agreements of any kind have been made to or with the Executive by any person or entity whatsoever to cause her to sign this Agreement, and that she fully understands the meaning and intent of this Agreement and that she has been represented by counsel of her own choosing. The Executive further states and represents that she has carefully read this Agreement, understands the contents herein, freely and voluntarily assents to all of the terms and conditions hereof, and signs her name of her own free act.

17)**Governing Law**. This Agreement and the Additional Release shall be interpreted and construed by the laws of the Commonwealth of Massachusetts, without regard to conflict of laws provisions. Each of the Company and the Executive hereby irrevocably submits to and acknowledges and recognizes the exclusive jurisdiction and venue of the courts of the Commonwealth of Massachusetts, or if appropriate, the United States District Court for the District of Massachusetts (which courts, for purposes of this Agreement and the Additional Release, are the only courts of competent jurisdiction), over any suit, action or other proceeding arising out of, under or in connection with this Agreement and the Additional Release or the subject matter thereof.

18)**Entire Agreement**. This Agreement, including the Additional Release and the Restrictive Covenants Agreement, contains and constitutes the entire understanding and agreement between the Parties hereto with respect to the Executive's transition, retirement and separation from the Company, and the settlement of claims against the Company, and cancels all previous oral and written negotiations, agreements, commitments and writings in connection therewith, including, without limitation, the Offer Letter.

19)**Counterparts**. This Agreement may be executed in several counterparts, each of which shall be deemed to be an original, but all of which together will constitute one and the same Agreement. Facsimile and PDF signatures shall be deemed to be of equal force and effect as originals.

[*Remainder of page intentionally left blank*]

IN WITNESS WHEREOF, the Parties have set their hands and seals to this Agreement as of the date(s) written below.

SYROS PHARMACEUTICALS, INC.

By: /s/ Peter Wirth
Name: Peter Wirth
Title: Chairman of the Board of Directors

I hereby agree to the terms and conditions set forth above. I have been given a reasonable amount of time to consider this Agreement and I have chosen to execute this on the date below. I further understand that my receipt of the Retirement Benefits is contingent upon my timely execution, return and non-revocation of the Additional Release, and that I have been given at least twenty-one (21) days to consider such Additional Release, and will have seven (7) days in which to revoke my acceptance after I sign such Additional Release.

NANCY SIMONIAN, M.D.

/s/ Nancy Simonian Date: 9/28/2023

ATTACHMENT A

ADDITIONAL RELEASE OF CLAIMS

This Additional Release of Claims (this "Additional Release") is made by Nancy Simonian, M.D. (the "Executive") as of the date set forth opposite her signature below. Capitalized terms used but not defined herein have the meanings set forth in the Retirement and Transition Agreement to which this Additional Release is attached as Attachment A.

WHEREAS, the Executive's Retirement Date has occurred on or prior to the execution of this Additional Release; and

WHEREAS, the Executive is entering into this Additional Release in accordance with the terms and conditions set forth in the Retirement and Transition Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Executive hereby agrees as follows:

1.Release – In consideration of the Retirement Benefits set forth in the Retirement and Transition Agreement, which the Executive acknowledges she would not otherwise be entitled to receive, the Executive hereby fully, forever, irrevocably and unconditionally releases, remises and discharges the Company, its affiliates, subsidiaries, parent companies, predecessors, and successors, and all of their respective past and present officers, directors, stockholders, partners, members, employees, agents, representatives, plan administrators, attorneys, insurers and fiduciaries (each in their individual and corporate capacities) (collectively, the "Released Parties") from any and all claims, charges, complaints, demands, actions, causes of action, suits, rights, debts, sums of money, costs, accounts, reckonings, covenants, contracts, agreements, promises, doings, omissions, damages, executions, obligations, liabilities, and expenses (including attorneys' fees and costs), of every kind and nature that the Executive ever had or now has against any or all of the Released Parties up to the date on which she signs this Additional Release, whether known or unknown, including, but not limited to, any and all claims arising out of or relating to Executive's employment with, separation or retirement from, and/or ownership of securities of, the Company including, but not limited to, all claims under Title VII of the Civil Rights Act of 1964, 42 U.S.C. § 2000e et seq., the Americans With Disabilities Act of 1990, 42 U.S.C. § 12101 et seq., the Age Discrimination in Employment Act, 29 U.S.C. § 621 et seq., the Genetic Information Nondiscrimination Act of 2008, 42 U.S.C. § 2000ff et seq., the Family and Medical Leave Act, 29 U.S.C. § 2601 et seq., the Worker Adjustment and Retraining Notification Act ("WARN"), 29 U.S.C. § 2101 et seq., the Rehabilitation Act of 1973, 29 U.S.C. § 701 et seq., Executive Order 11246, Executive Order 11141, the Fair Credit Reporting Act, 15 U.S.C. § 1681 et seq., and the Employee Retirement Income Security Act of 1974 ("ERISA"), 29 U.S.C. § 1001 et seq., all as amended; all claims arising out of the Massachusetts Fair Employment Practices Act, Mass. Gen. Laws ch. 151B, § 1 et seq., the Massachusetts Civil Rights Act, Mass. Gen. Laws ch. 12, §§ 11H and 11I, the Massachusetts Equal Rights Act, Mass. Gen. Laws. ch. 93, § 102, Mass. Gen. Laws ch. 214, § 1C (Massachusetts right to be free from sexual harassment law), the Massachusetts Labor and Industries Act, Mass. Gen. Laws ch. 149, § 1 et seq., Mass. Gen. Laws ch. 214, § 1B (Massachusetts right of privacy law), the Massachusetts Parental Leave Act, Mass.

Gen. Laws ch. 149, § 105D, the Massachusetts Paid Family and Medical Leave Act, Mass. Gen. Laws ch. 175m, § 1, et seq., the Massachusetts Earned Sick Time Law, Mass. Gen. Laws ch. 149, § 148c, and the Massachusetts Small Necessities Leave Act, Mass. Gen. Laws ch. 149, § 52D, all as amended; all rights and claims under the Massachusetts Wage Act, Mass. Gen. Laws ch. 149, § 148 et seq., as amended (Massachusetts law regarding payment of wages and overtime), including any rights or claims thereunder to unpaid wages, including overtime, bonuses, commissions, and accrued, unused vacation time; all common law claims including, but not limited to, actions in defamation, intentional infliction of emotional distress, misrepresentation, fraud, wrongful discharge, and breach of contract (including, without limitation, all claims arising out of or related to the Offer Letter); all claims to any non-vested ownership interest in the Company or any of its affiliates, contractual or otherwise; all state and federal whistleblower claims to the maximum extent permitted by law; and any claim or damage arising out of the Executive's employment with and/or separation from the Company (including a claim for retaliation) under any common law theory or any federal, state or local statute or ordinance not expressly referenced above; provided, however, that this release of claims shall not (i) prevent the Executive from filing a charge with, cooperating with, or participating in any investigation or proceeding before, the Equal Employment Opportunity Commission or a state fair employment practices agency (except that Executive acknowledges that she may not recover any monetary benefits in connection with any such charge, investigation, or proceeding, and the Executive further waives any rights or claims to any payment, benefit, attorneys' fees or other remedial relief in connection with any such charge, investigation or proceeding); (ii) deprive the Executive of any rights the Executive may have to be indemnified by the Company as provided in any agreement between the Company and the Executive or pursuant to the Company's Certificate of Incorporation or By-laws or deprive the Executive of any rights under the Company's director and officer insurance policies; or (iii) impact any right the Executive has to vested benefits under the Company's equity and benefit plans.

2.Return of Company Property – The Executive confirms that, except as she has been specifically instructed otherwise by the Board, she has returned to the Company all property of the Company, tangible or intangible, including but not limited to keys, files, records (and copies thereof), equipment (including, but not limited to, computer hardware, software and printers, wireless handheld devices, cellular phones, tablets, etc.), Company identification and any other Company-owned property in her possession or control and that she has left intact all electronic Company documents, including but not limited to those that she developed or helped to develop during her employment. The Executive further confirms that, except as she has been specifically instructed otherwise by the Board, she has canceled all accounts for her benefit, if any, in the Company's name, including but not limited to, credit cards, telephone charge cards, cellular phone and/or wireless data accounts and computer accounts. Notwithstanding the foregoing, the Executive may retain documents and information related to the terms and conditions of her employment and/or retirement or that are necessary for her continued service on the Board.

3.Business Expenses; Final Compensation – The Executive acknowledges that she has been reimbursed by the Company for all business expenses incurred in conjunction with the performance of her employment and that no other reimbursements are owed to her. The Executive further acknowledges that she has received all compensation due to her from the Company, including, but not limited to, all wages, bonuses and, if applicable, accrued, unused vacation time, and that she is not eligible or entitled to receive any additional payments or consideration from the

Company beyond the Retirement Benefits (and any compensation as a non-employee director in accordance with Section 2 of the Retirement and Transition Agreement).

4.Time for Consideration; Acknowledgments – The Executive acknowledges that, in order to receive the Retirement Benefits, she must sign and return this Additional Release on but not before the Retirement Date and she must continue to comply with her obligations under the Restrictive Covenants Agreement (as defined in the Retirement and Transition Agreement). The Executive acknowledges that she has been given at least twenty-one (21) days to consider this Additional Release, and that the Company advised her to consult with an attorney of her own choosing prior to signing this Additional Release. The Executive understands that she may revoke this Additional Release for a period of seven (7) days after she signs it by notifying the Company in writing, and the Additional Release shall not be effective or enforceable until the expiration of this seven (7) day revocation period (the day immediately following expiration of such revocation period). In the event the Executive executes this Additional Release within fewer than twenty-one (21) days after the Receipt Date, she acknowledges that such decision is entirely voluntary and that she has had the opportunity to consider such release until the end of the twenty-one (21) day period. The Executive understands and agrees that by entering into this Additional Release, she is waiving any and all rights or claims she might have under the Age Discrimination in Employment Act, as amended by the Older Workers Benefit Protection Act, and that she has received consideration beyond that to which she was previously entitled.

5.Voluntary Assent – The Executive affirms that no other promises or agreements of any kind have been made to or with her by any person or entity whatsoever to cause her to sign this Additional Release, and that she fully understands the meaning and intent of this Additional Release. Executive states and represents that she has had an opportunity to fully discuss and review the terms of this Additional Release with an attorney. The Executive further states and represents that she has carefully read this Additional Release, understands the contents herein, freely and voluntarily assents to all of the terms and conditions hereof, and signs her name of her own free act.

For the avoidance of doubt, this Additional Release supplements, and in no way limits, the Retirement and Transition Agreement.

I hereby provide this Additional Release as of the current date and acknowledge that the execution of this Additional Release is in further consideration of the Retirement Benefits, to which I acknowledge I would not be entitled if I did not enter into this Additional Release. I intend that this Additional Release will become a binding agreement between me and the Company if I do not revoke my acceptance in seven (7) days.

NANCY SIMONIAN, M.D.

___ Date: __

WITNESS our hands and seals:

SYROS PHARMACEUTICALS, INC.

Date:

By:
Name:
Title:

NANCY SIMONIAN, M.D.

Date:

(Signature)

35 CambridgePark Drive, 4th Floor
Cambridge, MA 02140
syros.com

Certain identified information has been excluded from the exhibit because it is both (i) not material and (ii) is the type of information that the registrant treats as private or confidential. Double asterisks denote omissions.

September 28, 2023

Conley Chee
Delivered via E-mail

Dear Conley:

On behalf of Syros Pharmaceuticals, Inc. (the "**Company**"), I am pleased to extend the following offer setting forth the terms under which you would assume the role of, and serve as, President and Chief Executive Officer of the Company effective as of December 2, 2023 (the "**Effective Date**"). On the Effective Date, this letter will amend and restate the offer letter you entered with the Company on September 21, 2021 (the "**Initial Offer Letter**") setting forth the terms of your employment as Chief Commercial Officer of the Company. Between the date of this letter and the Effective Date, the terms of the Initial Offer Letter will continue to apply to your employment with the Company.

1.As of the Effective Date, you will be employed to serve on a full-time basis as President and Chief Executive Officer of the Company, having all authority commensurate with such position, subject to the supervision of, and any conditions or restrictions on such authority as determined from time to time by, the Company's Board of Directors (the "**Board**").

You agree to perform the duties and responsibilities inherent in such position, and such other duties and responsibilities as shall from time to time be mutually agreed upon between you and the Board, including, but not limited to, (a) ensuring that the Company has a clear strategy, organizational model, business objectives and contingency plans, all directed to creating value for the Company and its stockholders, (b) leading efforts to develop and achieve annual clinical, commercial, financial and business goals for the Company that reflect an appropriate allocation of capital and focus, including without limitation clinical trial enrollment, budgetary and capital raising objectives, (c) leading efforts to identify and complete corporate development transactions that create strategic value and opportunity for the Company, and (d) stewarding the Company's culture and core values, reinforcing the Company's mission to be a fully integrated biopharmaceutical company that creates benefit for patients. You also agree that, while employed by the Company, you will devote your full business time and your best efforts,

business judgment, skill, and knowledge exclusively to the advancement of the business and interests of the Company and to the discharge of your duties and responsibilities for it. You agree to abide by the rules, regulations, instructions, employment practices, and policies of the Company, as adopted and amended from time to time by the Company and the Board, from and after the date that they are disclosed to you.

2.Your salary will be $636,000 per year, paid bi-weekly in arrears in accordance with the Company's normal payroll processes and subject to tax and other withholdings as required by law. Such salary may be adjusted from time to time in accordance with normal business practice and in the sole discretion of the Board. Your performance will be reviewed by the Board on an annual basis in conjunction with an annual salary review, with your salary subject to increase but not decrease at such times.

3. You may participate in any and all bonus and benefit programs that the Company establishes and makes available to its employees from time to time, provided you are eligible to participate in such programs as provided under (and subject to all provisions of) the plan documents governing those programs. Subject to the approval of the Board , you will be eligible to receive a discretionary cash bonus award based on the Company's performance during the applicable fiscal year (or portion thereof) as determined by the Board in its sole discretion. Your target bonus will be 50% of your base salary. Notwithstanding the foregoing, your bonus award for the calendar year ended December 31, 2023 will be calculated based on the percentage of the year in which you served as the Company's Chief Commercial Officer and Chief Business Officer pursuant to the terms of the Initial Offer Letter. You must be an active employee of the Company on the date bonuses are paid in order to be eligible for a discretionary bonus award. Future bonus eligibility will be based on the terms and conditions of the Company's discretionary cash bonus program prevailing at that time. The bonus and benefit programs made available by the Company, and the rules, terms and conditions for participation in such benefit plans, may be changed by the Company at any time without advance notice.

4. Subject to the approval of the Board, the Company will grant to you, under the Company's 2022 Equity Incentive Plan (the "**Plan**"), (a) a restricted stock unit award for 86,000 shares of the Company's Common Stock, such award to vest as to one third (1/3rd) of such shares on December 31, 2024 and as to an additional one third (1/3rd) of such shares at the end of each of the two successive years thereafter provided that you remain in service to the Company on the applicable vesting date, and (b) a performance-based restricted stock unit award for 86,000 shares of the Company's Common Stock, such award to vest as to one-half (1/2) of such shares upon [**] and as to the other one half (1/2) of such shares upon [**], in each case as determined by the Board of Directors, provided that you remain in service to the Company on the applicable vesting date. The foregoing awards shall also be subject to the terms of the Plan and such other terms and conditions of the applicable award agreement. You may be eligible to receive such future long-term incentive awards as the Board shall deem appropriate.

5. In lieu of providing an immediate relocation benefit, you will receive an allowance of $7,500 per month during the eighteen (18) month period following the Effective Date to facilitate your physical presence at the Company's headquarters in Cambridge, Massachusetts. The foregoing allowance will be subject to tax and other withholding as required by law.

6. Without otherwise limiting the "at-will" nature of your employment, in the event your employment is terminated by the Company without Cause or by you for Good Reason, you shall be entitled to the base salary that has accrued and to which you are entitled as of the effective date of such termination, and further, subject to the conditions set forth in the second paragraph of this Section 6, the Company shall (a) for a period of twelve (12) months following your termination date: (i) continue to pay you, in accordance with the Company's regularly established payroll procedure, your base salary as severance; and (ii) provided you are eligible for and timely elect to continue receiving group medical insurance pursuant to the "COBRA" law, continue to pay the share of the premium for health coverage that is paid by the Company for active and similarly-situated employees who receive the same type of coverage, unless the Company's provision of such COBRA payments will violate the nondiscrimination requirements of applicable law, in which case this benefit will not apply, and (b) pay you a lump sum amount equal to your target bonus in effect for the fiscal year in which your separation from employment occurs. If, within the three months prior to a Change in Control or in the twelve months following a Change in Control, the Company terminates your employment without Cause or you resign for Good Reason, the Company, subject to the conditions set forth in the second paragraph of this Section 6, will: (a) extend the severance benefits described in (i) and (ii) above for an additional six (6) months, such that the total severance benefit period shall be eighteen (18) months; (b) pay you a lump sum amount equal to 150% of your target bonus in effect for the fiscal year in which your separation from employment occurs; and (c) accelerate the vesting of all unvested stock options and restricted stock units held by you as of the date your employment is terminated such that 100% of such awards shall become fully vested and exercisable effective as of such date.

Notwithstanding the foregoing, you will not be entitled to receive any severance benefits unless, within sixty (60) days following the date of termination, you (i) have executed a severance and release of claims agreement in a form prescribed by the Company or persons affiliated with the Company (which will include, at a minimum, a release of all releasable claims and non-disparagement and cooperation obligations). Any severance payments shall be paid, or commence on the first payroll period following the date the release becomes effective. Notwithstanding the foregoing, if the 60th day following the date of termination occurs in the calendar year following the calendar year of the termination, then the severance payments shall commence in such subsequent calendar year, and further provided that if such payments commence in such subsequent calendar year, the first such payment shall be a lump sum in an amount equal to the payments that would have come due since your separation from service.

For purposes of this Agreement, "**Change in Control**" means any transaction or series of related transactions (a) the result of which is a change in the ownership of the Company, such that more than 50% of the equity securities of the Company are acquired by any person or group (as such terms are defined for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended) that does not own capital stock of the Company of the effective date of such change in control, (b) that results in the sale of all or substantially all of the assets of the Company, or (c) that results in the consolidation or merger of the Company with or into another corporation or corporations or other entity in which the Company is not the survivor (except any such corporation or entity controlled, directly or indirectly, by the Company).

"**Cause**" means: (a) your conviction of, or plea of guilty or nolo contendere to, any crime involving dishonesty or moral turpitude or any felony; or (b) you have (i) engaged in material dishonesty, willful misconduct or gross negligence, (ii) breached or threatened to breach either or both of the Non-Disclosure, Assignment and Non-Solicitation Agreement (as described below), (iii) materially violated a Company policy or procedure causing or threatening to cause substantial injury to the Company, and/or (iv) willfully refused to perform your assigned duties to the Company, following written notice by the Company of such breach, violation or refusal as set forth in (ii), (iii) and/or (iv) and a period of thirty (30) days to cure the same.

"**Good Reason**" means the occurrence of one or more of the following without your written consent: (a) a material reduction in your authority, duties and/or responsibilities as compared to your authority, duties and/or responsibilities in effect immediately prior to the occurrence of the event (for example, but not by way of limitation, this determination will include an analysis of whether you maintain at least the same level, scope and type of duties and responsibilities with respect to the management, strategy, operations and business of the Company), (b) a material reduction in your base compensation as compared to your base compensation in effect immediately prior to the occurrence of the event, or (c) the relocation of your principal business location to a location more than 50 miles from your then-current business location; provided, however, that no such occurrence shall constitute Good Reason unless: (i) you give the Company a written notice of termination for Good Reason not more than ninety (90) days after the initial existence of the condition, (ii) the grounds for termination (if susceptible to correction) are not corrected by the Company within thirty (30) days of its receipt of such notice, and (iii) your termination of employment occurs within one (1) year following the Company's receipt of such notice.

7. The Non-Disclosure, Assignment and Non-Solicitation Agreement and Indemnification Agreement you previously entered with the Company will remain unchanged and in full force and effect.

8. Except as previously disclosed in writing to the Company, you represent that you are not bound by any employment contract, restrictive covenant or other restriction preventing you from entering into employment with or carrying out your responsibilities for the Company, or which is in any way inconsistent with the terms of this letter.

9. This letter shall not be construed as an agreement, either expressed or implied, to employ you for any stated term, and shall in no way alter the Company's policy of employment at will, under which both you and the Company remain free to terminate the employment relationship, with or without cause, at any time, with or without notice. Similarly, nothing in this letter shall be construed as an agreement, either express or implied, to pay you any compensation or grant you any benefit beyond the end of your employment with the Company.

10. This letter is intended to provide payments that are exempt from or compliant with Section 409A (as defined in Attachment A) and should be interpreted consistent with that intent.

Kindly acknowledge your agreement to the terms of this letter by signing it below and returning a copy to Gerald Quirk, the Company's Chief Legal & Compliance Officer.

Very truly yours,

By: /s/ Peter Wirth
Name: Peter Wirth
Title: Chair of the Board

Acknowledged and agreed:

/s/ Conley Chee Date: 9/28/2023
Conley Chee

Attachment A

Payments Subject to Section 409A

1)Subject to this Attachment A, any severance payments that may be due under the letter agreement shall begin only upon the date of your "separation from service" (determined as set forth below) which occurs on or after the termination of your employment. The following rules shall apply with respect to distribution of the severance payments, if any, to be provided to you under the letter agreement, as applicable:

a)It is intended that each installment of the severance payments under the letter agreement provided under the letter agreement shall be treated as a separate "payment" for purposes of Section 409A of the Internal Revenue Code of 1986, as amended ("Section 409A"). Neither the Company nor you shall have the right to accelerate or defer the delivery of any such payments except to the extent specifically permitted or required by Section 409A.

b)If, as of the date of your "separation from service" from the Company, you are not a "specified employee" (within the meaning of Section 409A), then each installment of the severance payments shall be made on the dates and terms set forth in the letter agreement.

c)If, as of the date of your "separation from service" from the Company, you are a "specified employee" (within the meaning of Section 409A), then:

i)Each installment of the severance payments due under the letter agreement that, in accordance with the dates and terms set forth herein, will in all circumstances, regardless of when your separation from service occurs, be paid within the short-term deferral period (as defined under Section 409A) shall be treated as a short-term deferral within the meaning of Treasury Regulation Section l.409A-l (b)(4) to the maximum extent permissible under Section 409A and shall be paid on the dates and terms set forth in the letter agreement; and

ii)Each installment of the severance payments due under the letter agreement that is not described in this Attachment A, Section 1(c)(i) and that would, absent this subsection, be paid within the six-month period following your "separation from service" from the Company shall not be paid until the date that is six months and one day after such separation from service (or, if earlier, your death), with any such installments that are required to be delayed being accumulated during the six- month period and paid in a lump sum on the date that is six months and one day following your separation from service and any subsequent installments, if any, being paid in accordance with the dates and terms set forth herein; provided, however, that the preceding provisions of this sentence shall not apply to any installment of payments if and to the maximum extent that that such installment is deemed to be paid under a separation pay plan that does not provide for a deferral of compensation by reason of the application of Treasury Regulation 1.409A- 1(b)(9)(iii) (relating to separation pay upon an involuntary separation from service). Any installments that qualify for the exception

under Treasury Regulation Section 1.409A-1(b)(9)(iii) must be paid no later than the last day of your second taxable year following the taxable year in which the separation from service occurs.

2)The determination of whether and when your separation from service from the Company has occurred shall be made in a manner consistent with, and based on the presumptions set forth in, Treasury Regulation Section l.409A-l (h). Solely for purposes of this Attachment A, Section 2, “Company” shall include all persons with whom the Company would be considered a single employer under Section 414(b) and 414(c) of the Internal Revenue Code of 1986, as amended.

3)The Company makes no representation or warranty and shall have no liability to you or to any other person if any of the provisions of the letter agreement (including this Attachment) are determined to constitute deferred compensation subject to Section 409A but that do not satisfy an exemption from, or the conditions of, that section.

Exhibit 31.1

Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, Nancy Simonian, certify that:

1.I have reviewed this Quarterly Report on Form 10-Q of Syros Pharmaceuticals, Inc.;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Syros Pharmaceuticals, Inc.

/s/ Nancy Simonian, M.D.
Nancy Simonian, M.D.
President and Chief Executive Officer
(Principal Executive Officer)

Dated: November 14, 2023

Exhibit 31.2

Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, Jason Haas, certify that:

1.I have reviewed this Quarterly Report on Form 10-Q of Syros Pharmaceuticals, Inc.;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Syros Pharmaceuticals, Inc.

/s/ Jason Haas
Jason Haas
Chief Financial Officer
(Principal Financial Officer)

Dated: November 14, 2023

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Syros Pharmaceuticals, Inc. (the "Company") for the quarter ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Nancy Simonian, President and Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of her knowledge:

(1)the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2)the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2023

/s/ Nancy Simonian, M.D.
Nancy Simonian, M.D.
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Syros Pharmaceuticals, Inc. (the "Company") for the quarter ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Jason Haas, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

(1)the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2)the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 14, 2023

/s/ Jason Haas
Jason Haas
Chief Financial Officer
(Principal Financial Officer)