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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 10-Q/A**  
(Amendment No. 1)

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(Mark One)

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

For the quarterly period ended March 31, 2018

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)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**45-3772460**  
(I.R.S. Employer  
Identification No.)

**620 Memorial Drive, Suite 300**  
**Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02139**  
(Zip Code)

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

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

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

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## EXPLANATORY NOTE

Syros Pharmaceuticals, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-Q/A (the "Amendment") to its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, originally filed on May 10, 2018 (the "Original Filing"), for the sole purpose of adding language regarding internal control over financial reporting that was inadvertently omitted from the certifications originally filed as Exhibits 31.1 and 31.2 to the Original Filing. In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 amends Item 6 of the Original Filing to include the amended and restated certifications by our principal executive officer and principal financial officer filed herewith as Exhibits 31.1 and 31.2.

This Amendment No. 1 does not update or amend any other items in the Original Filing in any way other than as described in the preceding paragraph, and the Original Filing, as amended by this Amendment No. 1, continues to speak as of the date of the Original Filing. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Filing and the Company's other filings with the Securities and Exchange Commission.

Unless we specify otherwise, all references in this Amendment to "we," "our," "us," or "the Company" refer to Syros Pharmaceuticals, Inc.

## PART II — OTHER INFORMATION

### Item 6. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	<a href="#"><u>Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37813) filed on July 6, 2016).</u></a>
3.2	<a href="#"><u>Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-37813) filed on July 6, 2016).</u></a>
10.1*	<a href="#"><u>Target Discovery, Research Collaboration and Option Agreement dated January 8, 2018 by and between the Registrant and Incyte Corporation (incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K (File No. 001-37813) filed on March 12, 2018).</u></a>
10.2	<a href="#"><u>Stock Purchase Agreement dated January 8, 2018 by and between the Registrant and Incyte Corporation (incorporated by reference to Exhibit 4.4 to the Registrant's Annual Report on Form 10-K (File No. 001-37813) filed on March 12, 2018).</u></a>
10.3	<a href="#"><u>Amendment No. 1 to Stock Purchase Agreement dated January 31, 2018 by and between the Registrant and Incyte Corporation (incorporated by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-3/A (File No. 333-222634) filed on February 2, 2018).</u></a>
10.4	<a href="#"><u>Underwriting Agreement dated January 30, 2018 by and among the Registrant, J.P. Morgan Securities LLC, Cowen and Company, LLC and Piper Jaffray &amp; Co., as representatives of the several underwriters named therein (incorporated by reference to Exhibit 1.1 to the Registrant's Current Report on Form 8-K (File No. 001-37813) filed on January 31, 2018).</u></a>
10.5	<a href="#"><u>Offer Letter by and between the Registrant and Joseph J. Ferra, Jr. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37813) filed on March 12, 2018).</u></a>
31.1	<a href="#"><u>Certification of principal executive officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended. Filed herewith.</u></a>
31.2	<a href="#"><u>Certification of principal financial officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended. Filed herewith.</u></a>
32.1	<a href="#"><u>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 (incorporated by reference to Exhibit 32.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37813) filed on May 10, 2018).</u></a>
32.2	<a href="#"><u>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 (incorporated by reference to Exhibit 32.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37813) filed on May 10, 2018).</u></a>

- 101.INS XBRL Instance Document (incorporated by reference to Exhibit 101.INS to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37813) filed on May 10, 2018).
- 101.SCH XBRL Taxonomy Extension Schema Document (incorporated by reference to Exhibit 101.SCH to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37813) filed on May 10, 2018).
- 101.CAL XBRL Calculation Linkbase Document (incorporated by reference to Exhibit 101.CAL to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37813) filed on May 10, 2018).

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- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document (incorporated by reference to Exhibit 101.DEF to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37813) filed on May 10, 2018).
- 101.LAB XBRL Label Linkbase Document (incorporated by reference to Exhibit 101.LAB to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37813) filed on May 10, 2018).
- 101.PRE XBRL Taxonomy Presentation Linkbase Document (incorporated by reference to Exhibit 101.PRE to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37813) filed on May 10, 2018).

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\* Confidential treatment has been requested as to certain portions, which portions have been omitted and filed separately with the U.S. Securities and Exchange Commission

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#### 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: August 24, 2018

By: /s/ Joseph J. Ferra, Jr.  
Joseph J. Ferra, Jr.  
Chief Financial Officer (Principal Financial Officer)

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**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(s) 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(s) 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.

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Nancy Simonian, M.D.

President and Chief Executive Officer  
(Principal Executive Officer)

Dated: August 24, 2018

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**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, Joseph J. Ferra, Jr., 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(s) 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(s) 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/ Joseph J. Ferra, Jr.

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Joseph J. Ferra, Jr.

Chief Financial Officer

(Principal Financial Officer)

Dated: August 24, 2018

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