

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 Southern _____ District of New York
 (State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Synergy Pharmaceuticals Inc.

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 33-0505269

| | | |
|---------------------|--|--|
| 4. Debtor's address | Principal place of business | Mailing address, if different from principal place of business |
| | <u>420 Lexington Avenue, Suite 2012</u> Number Street | _____ Number Street |
| | P.O. Box _____ | P.O. Box _____ |
| | <u>New York NY 10170</u> City State ZIP Code | _____ City State ZIP Code |
| | <u>New York County</u> County | Location of principal assets, if different from principal place of business |
| | _____ Number Street | _____ Number Street |
| | _____ P.O. Box | _____ P.O. Box |
| | _____ City State ZIP Code | _____ City State ZIP Code |

5. Debtor's website (URL) www.synergypharma.com

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor Synergy Pharmaceuticals Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above.

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3 2 5 4

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Annex 1 Relationship Affiliate

List all cases. If more than 1, attach a separate list.

District Southern District of New York When Date hereof
Case number, if known _____ MM / DD / YYYY

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

 City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Synergy Pharmaceuticals Inc.
Name

Case number (if known) _____

16. Estimated liabilities
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/12/2018
MM / DD / YYYY

x /s/ Gary G. Gemignani
Signature of authorized representative of debtor
Executive Vice President and Chief
Title Financial Officer

Gary G. Gemignani
Printed name

18. Signature of attorney

x /s/ Lisa Laukitis
Signature of attorney for debtor

Date 12/12/2018
MM / DD / YYYY

Lisa Laukitis
Printed name

Skadden, Arps, Slate, Meagher & Flom LLP
Firm name

Four Times Square
Street

Number _____ Street _____

New York NY 10036-6522
City State Zip Code

(212) 735-3000
Contact phone
3040573
Bar number

lisa.laukitis@skadden.com
Email address
NY
State

Annex 1

SCHEDULE OF DEBTORS

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

| Debtors | | Employee Identification Number (EIN) |
|----------------|--|---|
| 1. | Synergy Pharmaceuticals Inc. | 33-0505269 |
| 2. | Synergy Advanced Pharmaceuticals, Inc. | 26-1124596 |

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SYNERGY PHARMACEUTICALS INC., et al.,

Debtors.¹

Chapter 11

Case No. __-____ (____)

(Joint Administration Pending)

**ATTACHMENT TO VOLUNTARY PETITION FOR NON-INDIVIDUALS
FILING FOR BANKRUPTCY UNDER CHAPTER 11**

1. If any of the debtor’s securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-35268.

2. The following financial data is the latest available information and refers to the debtor’s condition on September 30, 2018 (unless otherwise indicated).

- (a) Total Assets \$83,039,825
- (b) Total Debts \$179,282,378
- (c) Debt securities held by more than 500 holders:

| <u>Debt Security</u> | <u>Secured/Unsecured/ Subordinated</u> | <u>Amount (\$)</u> | <u>Approximate Number of Holders</u> |
|------------------------|--|------------------------------|--|
| 2019 Convertible Notes | Senior Unsecured | \$18,755,901.37 ² | Unknown CUSIP: 871639AA8 |

- (d) Number of shares of preferred stock 0
- (e) Number of shares of common stock 248,037,301³
CUSIP: 871639308

Comments, if any: N/A

3. Brief description of debtor’s business:

Synergy Pharmaceuticals Inc. (“**Synergy Pharmaceuticals**” or the “**Company**”) is a biopharmaceutical company focused on the development and commercialization of novel gastrointestinal (“**GI**”) therapies. It has pioneered discovery, research and development efforts

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: Synergy Pharmaceuticals Inc. (5269); Synergy Advanced Pharmaceuticals, Inc. (4596). The address of the Debtors’ corporate headquarters is 420 Lexington Avenue, Suite 2012, New York, New York 10170.

² As of December 11, 2018.

³ As of November 9, 2018.

around analogs of uroguanylin, a naturally occurring and endogenous human GI peptide, for the treatment of GI diseases and disorders. It discovered and owns 100% worldwide rights to its proprietary uroguanylin-based GI platform which includes one commercial product and one development stage compound.

Synergy Pharmaceuticals' first and only commercial product, plecanatide, is available and being marketed by the Company in the United States under the trademark name TRULANCE®, for the treatment of adults with chronic idiopathic constipation (“CIC”) and irritable bowel syndrome with constipation (“IBS-C”). On February 27, 2018 Synergy Pharmaceutical entered into a definitive licensing agreement with Cipher Pharmaceuticals under which it granted Cipher the exclusive right to develop, market, distribute and sell TRULANCE in Canada. The company is continuing to evaluate other potential ex-US business development opportunities for TRULANCE.

Synergy Pharmaceuticals currently manages its global supply and distribution of TRULANCE through third-party contract manufacturers. TRULANCE production consists of three phases: manufacture of (i) the active pharmaceutical ingredient, (ii) the drug product, and (iii) the packaged finished goods, as well as distribution agreements. Synergy Pharmaceuticals has entered into arrangements with third-party manufacturers for the production of TRULANCE.

Dolcanatide is Synergy Pharmaceuticals' development stage compound that has demonstrated proof-of-concept in treating patients with ulcerative colitis. The company is currently exploring potential business development opportunities to further advance dolcanatide development in ulcerative colitis. In addition, it has shown proof-of-concept with dolcanatide in treating patients with opioid-induced constipation (“OIC”), demonstrating the utility of our uroguanylin-based platform in OIC.

Synergy Pharmaceuticals has historically engaged in research and development with respect to its development of GI therapies, including the production of drug substance, analytical testing services, and clinical trials for the Company's drug candidates.

As of December 31, 2017, Synergy Pharmaceuticals had 24 issued United States patents related to guanylate cyclase agonists. Each of these patents expire between 2022 and 2034. In addition, Synergy Pharmaceuticals has numerous granted foreign patents which expire between 2022 and 2030.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of the debtor:

| | |
|--------------------------|--------------------|
| The Vanguard Group, Inc. | 8.87% ⁴ |
| Blackrock Fund Advisors | 8.38% ⁵ |

⁴ As of September 30, 2018.

⁵ As of September 30, 2018.

SYNERGY PHARMACEUTICALS INC.

Secretary's Certificate

The undersigned, being the Secretary of Synergy Pharmaceuticals Inc., a Delaware corporation (the "**Company**"), does hereby certify as follows:

Attached hereto as Annex A is a true, correct, and complete copy of the resolutions duly adopted by the Board of Directors of the Company on December 11, 2018 (the "**Resolutions**"), and such Resolutions have not been modified or rescinded in whole, in part, or in any respect and are in full force and effect

IN WITNESS WHEREOF, the undersigned, in his capacity as Secretary of the Company has duly executed and caused this certificate to be delivered as of December 11, 2018.

SYNERGY PHARMACEUTICALS INC.

By:  _____

Name: Gary C. Gemignani
Title: Executive Vice President,
Chief Financial Officer, and
Corporate Secretary

ANNEX A

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
SYNERGY PHARMACEUTICALS INC.**

Chapter 11 Filing

RESOLVED, that the Board of Directors (the “Board”) of Synergy Pharmaceuticals Inc., a Delaware corporation (the “Company”), has determined, after consultation with the management and the legal and financial advisors of the Company, that it is desirable and in the best interests of the Company, its creditors and other interested parties, that the Company and its wholly-owned subsidiary Synergy Advanced Pharmaceuticals Inc., a Delaware corporation (“Subsidiary”), be authorized and empowered to file voluntary petitions for relief (the “Petitions”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), for the purpose of initiating a bankruptcy case (the “Bankruptcy Case”); and be it further

RESOLVED, that the officers of the Company (collectively, the “Officers”) be, and each of them hereby is, empowered, authorized and directed, with full power of delegation, on behalf of and in the name of the Company, to execute and verify the Petitions as well as any other documents, schedules, motions, lists, applications, pleadings, orders and other documents (the “Chapter 11 Filings”) (with such changes therein and additions thereto as any such Officer may deem necessary, appropriate or advisable, the execution and delivery of any of the Chapter 11 Filings by any such Officer with any changes thereto to be conclusive evidence that any such Officer deemed such changes to meet such standard), to cause the Petitions and the Chapter 11 Filings to be filed with the Bankruptcy Court, and to take and perform any and all further acts and deeds that such Officer deems necessary, appropriate, or desirable in connection with the Bankruptcy Case, including, without limitation, the payment of fees, expenses and taxes such Officer deems necessary, appropriate, or desirable; and be it further

RESOLVED, that the Officers of the Company be, and each of them hereby is, empowered, authorized and directed to conduct business operations as determined by any of them to be in the best interests of the Company’s estate and the Company’s creditors, including, but not limited to, a determination to continue business operations in contemplation of a sale of the Company or substantially all of its assets; and be it further

Asset Purchase Agreement

RESOLVED, that in connection with the Bankruptcy Case, it is desirable and in the best interests of the Company, its creditors, and other parties in interest to enter into an Asset Purchase Agreement (“Bausch APA”) with Bausch Health Companies, Inc. (“Bausch”), as buyer, pursuant to which Bausch has agreed to purchase, and the Company has agreed to sell, substantially all of the assets of the Company, subject to a marketing process and the receipt of higher or better offers; and be it further

RESOLVED, that the Officers of the Company be, and each of them hereby is, empowered, authorized and directed, with full power of delegation, on behalf of and in the name

of the Company, to cause the Company to negotiate, execute and deliver the Bausch APA, and any related documents contemplated thereby, in such form and with such changes or amendments (substantial or otherwise) thereto as any one or more such Officers shall approve as necessary or desirable, in order to perform the Company's obligations under the Bausch APA; and be it further

RESOLVED, that the Officers of the Company be, and each of them hereby is, empowered, authorized and directed, with full power of delegation, on behalf of and in the name of the Company, to market the assets of the Company in pursuit of higher or better offers in compliance with the Bausch APA and the bid procedures entered in the Bankruptcy Case, and to carry out fully the intent of the foregoing resolutions; and be it further

Debtor-in-Possession Financing

RESOLVED, that in connection with the Bankruptcy Case, it is desirable and in the best interests of the Company, its creditors, and other parties in interest to enter into a binding term sheet (the "Term Sheet") by and among the Company, as debtor-in-possession, and CRG Servicing LLC, as Administrative and Collateral Agent ("CRG"), pursuant to which CRG or one or more of its affiliates have agreed to provide the Company with post-petition debtor-in-possession financing, and that the form, terms and provisions of the Term Sheet are hereby, in all respects, confirmed, ratified and approved; and be it further

RESOLVED, that the Company be, and hereby is, authorized to incur the obligations and to undertake any and all related transactions contemplated under the Term Sheet, including entering into a definitive Debtor-in-Possession Financing Agreement (the "DIP Financing Agreement") with CRG consistent with the Term Sheet, which provide for the borrowing and reborrowing of loans, guaranteeing of obligations, granting of security and the pledging of collateral; and be it further

RESOLVED, that the Officers of the Company be, and each of them hereby is, empowered, authorized and directed, with full power of delegation, on behalf of and in the name of the Company, to cause the Company to negotiate, execute and deliver the Term Sheet and DIP Financing Agreement and the related documents contemplated thereby, in such form and with such changes or amendments (substantial or otherwise) thereto as any one or more such Officers shall approve as necessary or desirable, in order to consummate the transactions contemplated by the Term Sheet; and be it further

RESOLVED, that the Officers of the Company be, and each of them hereby is, empowered, authorized and directed, with full power of delegation, on behalf of and in the name of the Company, to take all such further actions which shall be necessary, proper or advisable to perform the Company's obligations under or in connection with the Term Sheet and the DIP Financing Agreement and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and be it further

Retention of Advisors

RESOLVED, that the Officers of the Company be, and each of them hereby is, empowered, authorized and directed to continue to retain, on behalf of the Company and in its

name, the law firms of Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden Arps”), as chapter 11 counsel, and Sheppard, Mullin, Richter & Hampton LLP (“Sheppard Mullin”), as special counsel, to render general legal advice and in the event that the Company files the Petitions, to represent the Company and its Subsidiary in connection with such proceedings and all other related matters in connection therewith, in such capacities and on such terms as the Officers of the Company, and each of them, may or shall approve and/or have previously approved; and be it further

RESOLVED, that the Officers of the Company be, and each of them hereby is empowered, authorized and directed to continue to retain, on behalf of the Company and in its name, (i) FTI Consulting, Inc. (“FTI”) to serve as financial advisor to the Company, (ii) Centerview Partners Holdings LP (“Centerview”) to provide investment banking services to the Company, and (iii) Prime Clerk LLC (“Prime Clerk”) to provide consulting services to the Company regarding noticing, claims management and reconciliation, plan solicitation, balloting, disbursements, and any other services agreed to by the parties; and be it further

RESOLVED, that the Officers of the Company be, and each of them hereby is, empowered, authorized and directed, on behalf of and in the name of the Company to continue the employment and retention of professionals in the ordinary course as long as they deem appropriate and in the Bankruptcy Case to retain and employ other attorneys, accountants, and other professionals to assist in the Company’s Bankruptcy Case on such terms as are deemed necessary, proper, or desirable; and be it further

RESOLVED, that the Officers of the Company be, and each of them hereby is, authorized and directed to execute any appropriate engagement letters and agreements and such other documents necessary to retain Sheppard Mullin, Skadden Arps, FTI, Centerview, Prime Clerk, and any other or additional financial advisors, investment bankers, accountants, auditors, advisors, legal counsel, and other professionals not specifically identified herein (the “Professionals”), and to cause the Company to pay appropriate retainers to such Professionals prior to the filing of the Bankruptcy Case or after to the extent appropriate and permitted in the Bankruptcy Case, and to cause to be filed appropriate applications or motions seeking authority to retain and pay for the services of such Professionals; and be it further

General Resolutions

RESOLVED, that the Officers of the Company be, and each of them hereby is, empowered and authorized, and directed, on behalf of and in the name of the Company, to take, from time to time, any and all such action and to execute and deliver from time to time any and all such agreements, amendments, instruments, requests, receipts, applications, reports, certificates and other documents, and to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers and documents necessary or desirable in connection with the Bankruptcy Case, and to take any and all action deemed necessary, proper, or desirable in connection with the Bankruptcy Case, to carry out and perform the purposes of these resolutions, and the execution of such documents and taking of such action shall be conclusive evidence of the necessity or desirability thereof; and be it further

RESOLVED, that the omission from these Resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in these Resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in these Resolutions shall in no manner derogate from the authority of the Officers of the Company, to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, these Resolutions; and be it further

RESOLVED, that any and all actions lawfully done for and on behalf and in the name of the Company by any Officer or Professional engaged by the Company in connection with the Bankruptcy Case with respect to any transactions contemplated by these Resolutions before or after their adoption be, and they hereby are, ratified, authorized, approved, adopted in good faith and consented to in all respects for all purposes.

Fill in this information to identify the case:

Debtor name Synergy Pharmaceuticals, Inc., et al.

United States Bankruptcy Court for the: Southern District of New York
(State)

Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

Set forth below is a list of creditors holding the twenty (20) largest unsecured claims against the Debtors, as of December 12, 2018. This list has been prepared on a consolidated basis, based upon the books and records of the Debtors, and in accordance with Bankruptcy Rule 1007(d), for filing in the Debtors' chapter 11 cases. This list does not include (1) persons who come within the definition of "insider" set forth in section 101 of the Bankruptcy Code, (2) secured creditors, or (3) claims held by the Debtors' employees.

The information presented in the list below shall not constitute an admission of liability by, nor is binding on, the Debtors and the failure to list a claim as contingent, disputed or subject to set off shall not be a waiver of any of the Debtors' rights relating thereto.

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|---|---|--|--|---|-----------------|
| | | | | Total Claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim |
| 1. Wells Fargo Bank, National Association, as Indenture Trustee to the 7.50% Convertible Senior Notes due 2019 | Wells Fargo Bank, National Association Corporate Trust-DAPS Reorg 6th and Marquette Ave 12th Floor MAC N9303-121 Minneapolis, MN 55479 Attn: Stefan Victory Phone: 1-800-344-5128 Fax: 1-866-969-1290 Email: dapsreorg@wellsfargo.com | 7.50% Convertible Senior Notes due 2019 | | \$ 18,755,901.37 | | |
| 2. Healix Inc. | Healix, Inc. 100 West 33rd Street New York, NY 10001 Attn: Joshua Forney Tel: 646-609-9946 Email: Joshua.Forney@healixglobal.com | Trade Debt | | \$ 3,357,953.86 | | |

Debtor Synergy Pharmaceuticals, Inc., et al.

Case Number (if known) _____

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|----|---|---|---|--|--|---|-----------------|
| | | | | | Total Claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim |
| 3. | Chiltern International, Inc. | Chiltern International, Inc. 1016 W. 9th Ave King of Prussia, PA 19406 Attn: Glenn Kerkhof Tel: 423-968-9533 Email: usfinance@chiltern.com | Trade Debt | Disputed | | \$ 1,155,302.50 | |
| 4. | AmbioPharm, Inc. | AmbioPharm, Inc. 1024 Dittman Court North Augusta SC 29842 Attn: Sammi Liu Tel: 610-301-3317 Email: sammi.liu@ambiofarm.com | Trade Debt | | | \$ 1,000,000.00 | |
| 5. | Sudler & Hennessey LLC | Sudler & Hennessey LLC 230 Park Ave. New York, NY 10003 Attn: Tel: 212-614-3937 Email: ClientFinanceDept@sudler.com | Trade Debt | | | \$ 863,508.50 | |
| 6. | Relay Health Pharmacy | Relay Health Pharmacy 5995 Windward Parkway Alpharetta, GA 30005-4184 Attn: Roosevelt Brown Tel: 404-728-3016 Email: Roosevelt.Brown@McKesson.com | Gross to Net Programs | Unliquidated | | \$ 825,000.00 | |
| 7. | Ogilvy CommonHealth Worldwide, LLC | Ogilvy CommonHealth Worldwide, LLC 400 Interpace Parkway Parsippany, NJ 07054 Attn: Andrew Schirmer, CEO Tel: 973-352-1000 Email: andrew.schirmer@ogilvy.com | Trade Debt | | | \$ 669,280.79 | |
| 8. | TrialCard Incorporated | TrialCard Incorporated 2250 Perimeter Park Drive Morrisville, NC 27560 Attn: Accounts Receivable Tel: 919-845-0774 Email: AR@trialcard.com | Gross to Net Programs | Unliquidated | | \$ 566,940.00 | |
| 9. | Palmetto GBA, LLC | Palmetto GBA, LLC 17 Technology Circle Columbia, SC 29203 Attn: Joe Johnson, President Tel: 803-735-1034 Email: info@palmettogba.com | Gross to Net Programs | Unliquidated | | \$ 513,764.83 | |

Debtor Synergy Pharmaceuticals, Inc., et al.

Case Number (if known) _____

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|---|---|--|--|---|-----------------|
| | | | | Total Claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim |
| 10. Prime Therapeutics LLC | Prime Therapeutics LLC 800 Nicollet Mall Minneapolis, MN 55402 Tel: 800-858-0723 | Gross to Net Programs | Unliquidated | \$ 456,323.02 | | |
| 11. Charles River Laboratories, Inc | Charles River Laboratories, Inc 251 Ballardvale Street Wilmington, MA 01887-1000 Attn: Mandy Glover Tel: 978-658-6000 Email: Mandy.Glover2@crl.com | Trade Debt | | \$ 382,227.00 | | |
| 12. Express Scripts Inc. | ESI PSG 131 S Dearborn - 6th Floor Chicago, IL 60603 Attn: PJ Strong Tel: (952) 837-7467 Email: PJStrong@express-scripts.com | Gross to Net Programs | Unliquidated | \$ 267,344.35 | | |
| 13. eResearch Technology, Inc. | eResearch Technology, Inc. 225 West Station Square Dr. Pittsburgh, PA 15219 Attn: Tara Yokopenic Tel: 800-225-0090 Email: tara.yokopenic@ert.com | Trade Debt | | \$ 258,365.00 | | |
| 14. Aetna Inc. | Aetna Health Management P.O. Box #100896 Atlanta, GA 30384 Attn: Tel: (952) 594-6365 Email: aslesens@aetna.com | Gross to Net Programs | Unliquidated | \$ 234,425.26 | | |
| 15. Health Strategies Group, LLC | Health Strategies Group, LLC 790 Township Line Rd. Yardley, PA 19067 Attn: Rod Cavin, CEO Tel: 609-397-5282 Email: ar@healthstrategies.com | Trade Debt | | \$ 206,112.50 | | |
| 16. UPM Pharmaceuticals, Inc. | UPM Pharmaceuticals, Inc. 501 5th Street Bristol, TN 37620 Attn: John P. Gregory, CEO Tel: 423-989-8000 Email: sorce@upm-inc.com | Trade Debt | | \$ 203,405.00 | | |
| 17. CIGNA Group Insurance | CIGNA Group Insurance 1455 Valley Center Pkwy Bethlehem, PA 18017-2288 Attn: David Cordani, CEO Tel: 215-761-1000 Email: david.cordani@cigna.com | Employee Benefits | | \$ 174,625.54 | | |

Debtor Synergy Pharmaceuticals, Inc., et al.

Case Number (if known) _____

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|-----|---|---|---|--|--|---|-----------------|
| | | | | | Total Claim, if partially secured | Deduction for value of collateral or setoff | Unsecured Claim |
| 18. | The H&W Group, Inc dba Salutem | The H&W Group, Inc dba Salutem 200 E. Randolph St. Chicago, IL 60601 Attn: Adam Woodruff Tel: 312-240-2638 Email: Adam.Woodruff@edelman.com | Trade Debt | | \$ 173,958.75 | | |
| 19. | The Scottsdale Resort & McCormick | The Scottsdale Resort & McCormick 7700 East McCormick Parkway Scottsdale, AZ 85258 Attn: Tel: 480-991-9000 Fax: 480-596-7422 Email: | Trade Debt | | \$ 168,499.73 | | |
| 20. | Sofitel Philadelphia | Sofitel Philadelphia 120 South 17th St Philadelphia, PA 19103 Attn: Angela Bauer Tel: 215-569-8300 Email: angela.bauer@sofitel.com | Trade Debt | | \$ 151,998.33 | | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Lisa Laukitis
Christine A. Okike
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Fax: (212) 735-2000

– and –

Ron E. Meisler (*pro hac vice* pending)
Christopher M. Dressel (*pro hac vice* pending)
Jennifer Madden (*pro hac vice* pending)
155 North Wacker Drive
Chicago, Illinois 60606-1720
Telephone: (312) 407-0700
Fax: (312) 407-0411

*Proposed Counsel to Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
SYNERGY PHARMACEUTICALS INC., et al.,
Debtors.¹

Chapter 11
Case No. __ - ____ (__)
(Joint Administration Pending)

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, Synergy Pharmaceuticals Inc. (“**Synergy Pharmaceuticals**”) and its debtor subsidiary, Synergy Advanced Pharmaceuticals, Inc. (“**Synergy Advanced**”), as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent:

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: Synergy Pharmaceuticals Inc. (5269); Synergy Advanced Pharmaceuticals, Inc. (4596). The address of the Debtors’ corporate headquarters is 420 Lexington Avenue, Suite 2012, New York, New York 10170.

1. Synergy Pharmaceuticals is a publicly traded corporation. No corporation owns 10% or more of any class of Synergy Pharmaceuticals' equity interests.

2. Synergy Pharmaceuticals owns 100% of the equity interests of Synergy Advanced.

Fill in this information to identify the case and this filing:

Debtor Name Synergy Pharmaceuticals Inc.
United States Bankruptcy Court for the: Southern District of New York
Case number (If known):

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
Schedule H: Codebtors (Official Form 206H)
Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
Amended Schedule
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/12/2018
MM / DD / YYYY

/s/ Gary G. Gemignani
Signature of individual signing on behalf of debtor

Gary G. Gemignani
Printed name

Chief Financial Officer
Position or relationship to debtor