

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

SYNERGY PHARMACEUTICALS INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 18-14010 (JLG)

Jointly Administered

Related Docket Nos. 267 and 269

**NOTICE OF HEARING AND OBJECTION DATE REGARDING
AMENDED DISCLOSURE STATEMENT FOR THE AMENDED
JOINT PLAN OF REORGANIZATION OF SYNERGY
PHARMACEUTICALS INC. AND ITS DEBTOR AFFILIATE**

PLEASE TAKE NOTICE that on January 24, 2019, the debtors and debtors-in-possession in the above-captioned cases (collectively, the “**Debtors**”), filed the Amended Joint Plan of Reorganization of Synergy Pharmaceuticals Inc. and Its Debtor Affiliate [Docket No. 267] (as may be amended, supplemented or otherwise modified, the “**Plan**”), pursuant to and as described in the Amended Disclosure Statement for the Amended Joint Plan of Reorganization of Synergy Pharmaceuticals Inc. and Its Debtor Affiliate [Docket No. 269] (as may be amended, supplemented or otherwise modified, the “**Disclosure Statement**”), with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”). Capitalized terms used in this Notice which are not defined have the meanings set forth in the Plan.

PLEASE TAKE FURTHER NOTICE that a hearing (the “**Disclosure Statement Hearing**”) will be held before the Honorable James L. Garrity, Jr., United States Bankruptcy Judge for the Southern District of New York, in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 601, New York, New York 10004, on **March 1, 2019 at 11:00 a.m. (Eastern Time)**, or as soon thereafter as counsel can be heard, to consider the entry of an order, among other things, finding that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”) and approving the Disclosure Statement for solicitation purposes. The Disclosure Statement Hearing may be adjourned from time to time, without further notice to creditors or parties in interest, by an announcement in the Court of such adjournment on the date scheduled for the Disclosure Statement Hearing or in the agenda filed with respect to the scheduled Disclosure Statement Hearing.

THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE DISCLOSURE STATEMENT IS APPROVED BY ORDER OF THE COURT.

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.

PLEASE TAKE FURTHER NOTICE that the Disclosure Statement and the Plan may be examined by any party in interest: (i) between the hours of 8:00 a.m. and 4:00 p.m., Monday through Friday, excluding federal holidays, at the Office of the Clerk of the Court (the “**Clerk**”), One Bowling Green, New York, New York 10004; (ii) at the Debtors’ case website (<https://cases.primeclerk.com/synergy/>); or (iii) at the Court’s website (<http://www.nysb.uscourts.gov>); or may be obtained by written request to Prime Clerk LLC (the “**Voting Agent**”), at synergyballots@primeclerk.com or by telephoning the Voting Agent at 855-388-4579.

PLEASE TAKE FURTHER NOTICE that responses and objections, if any, to the adequacy of the Disclosure Statement (each, a “**Disclosure Statement Objection**”) must (a) be made in writing; (b) comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for the Southern District of New York; (c) state the name and address of the objecting party and the nature and amount of any claim or interest asserted by such party against the Debtors, their estates or property; (d) state with particularity the legal and factual bases and nature of such response or objection; and (e) be filed with the Court, and served on the following parties, so as to be received **on or before February 21, 2019 at 4:00 p.m. (Eastern Time)**: (a) Debtors’ counsel, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, Attn: Lisa Laukitis and Christine A. Okike, and 155 N. Wacker Drive, Chicago, Illinois 60606, Attn: Ron E. Meisler, Christopher M. Dressel, and Jennifer Madden, and Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York 10119, Attn: Albert Togut, Neil M. Berger, and Kyle J. Ortiz; (b) counsel to the Committee, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022, Attn: Blake Denton, Christopher Harris, and Jeffrey Mispagel, and 330 North Wabash Avenue, Suite 2800, Chicago, Illinois 60611, Attn: Richard A. Levy and Matthew L. Warren; (c) counsel to the Term Loan Agent and DIP Agent, Venable LLP, 1270 Avenue of the Americas, New York, New York 10020, Attention: Jeffrey S. Sabin; (d) counsel to the Senior Notes Indenture Trustee, Pryor Cashman LLP, 7 Times Square, New York, New York 10036, Attn: Seth H. Lieberman, Patrick Sibley and Matthew W. Silverman; (e) William K. Harrington, United States Trustee For Region 2, United States Department of Justice, Office of the United States Trustee, 201 Varick Street, Room 1006, New York, New York 10014, Attn: Andrea B. Schwartz, Esq., Benjamin J. Higgins, Esq., Richard C. Morrissey, Esq., Linda Riffkin, Esq. and Paul K. Schwartzberg, Esq.; (f) the Securities and Exchange Commission, 200 Vesey Street, Suite 400, New York, New York 10281, Attn: Bankruptcy Department; (g) the Office of the United States Attorney for the Southern District of New York, 86 Chambers Street, 3rd Floor, New York, New York 10007 and (h) the Food and Drug Administration, 10903 New Hampshire Ave, Silver Spring, Maryland, 20993-0002, Attn: Legal Department. Disclosure Statement Objections that are not timely filed shall not be considered by the Court and shall be overruled.

PLEASE TAKE FURTHER NOTICE THAT upon approval of the Disclosure Statement by the Court, holders of claims against the Debtors who are entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan, and various documents related thereto, unless otherwise ordered by the Court.

IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU SHOULD CONTACT THE VOTING AGENT BY EMAIL AT SYNERGYBALLOTS@PRIMECLERK.COM OR BY TELEPHONE AT 855-388-4579. THE VOTING AGENT IS NOT PERMITTED TO PROVIDE LEGAL ADVICE.

Dated: New York, New York
January 25, 2019

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Lisa Laukitis

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– and –

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