

Syneos Health, Inc.  
 Form 424B7  
 August 08, 2018  
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**Filed Pursuant to Rule 424(b)(7)**  
**Registration No. 333-208286**

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Maximum offering price per share</b>	<b>Maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Class A common stock, \$0.01 par value per share	6,000,000	\$50.15	\$300,900,000	\$37,462.05(1)

(1) The registration fee is calculated and being paid in accordance with Rule 456(b) and Rule 457(r) of the Securities Act of 1933, as amended, and relates to the Registration Statement on Form S-3 (File No. 333-208286) filed by the registrant on December 1, 2015.

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**PROSPECTUS SUPPLEMENT**

**(To Prospectus dated December 1, 2015)**

6,000,000 Shares

**Syneos Health, Inc.**

Class A Common Stock

The selling stockholders identified in this prospectus supplement are offering 6,000,000 shares of Class A common stock ( common stock ). We will not receive any proceeds from the sale of our common stock by the selling stockholders.

Our common stock is listed on the NASDAQ Global Select Market ( NASDAQ ) under the symbol SYNH. The last reported sale price of our common stock on NASDAQ on August 3, 2018, was \$52.60 per share.

*Investing in our common stock involves risks. See Risk Factors beginning on page S-5 of this prospectus supplement, beginning on page 3 of the accompanying prospectus, in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as well as the other information contained in such Form 10-K (which Form 10-K is incorporated by reference herein) to read about factors you should consider before making a decision to invest in our common stock.*

	<b>Price to Public</b>	<b>Underwriting Discounts and Commissions<sup>(1)</sup></b>	<b>Proceeds to Selling Stockholders</b>
Per Share	\$ 50.15	\$ 0.42	\$ 49.73
Total	\$ 300,900,000	\$ 2,520,000	\$ 298,380,000

(1) See Underwriting beginning on page S-28 for additional information regarding underwriting compensation. **Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement. Any representation to the contrary is a criminal offense.**

The underwriter expects to deliver the shares against payment in New York, New York on August 9, 2018.

**Morgan Stanley**

Prospectus Supplement dated August 6, 2018.

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**PROSPECTUS**

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Neither we, the selling stockholders or the underwriter, have authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference herein or in any free writing prospectuses we have prepared. Neither we, the selling stockholders or the underwriter, take responsibility for, or provide any assurance as to the reliability of, any other information that others may give you. This prospectus supplement is an

offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement is current only as of its date. Our business, financial condition, results of operation and prospects may have changed since that date.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

On December 1, 2015, we filed with the Securities and Exchange Commission ( SEC ) a registration statement on Form S-3 utilizing a shelf registration process relating to the securities described in this prospectus supplement, which was automatically declared effective upon filing.

This prospectus supplement describes the specific terms of an offering of our common stock by the selling stockholders and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part, the accompanying prospectus, provides more general information. If the information in this prospectus supplement is inconsistent with the accompanying prospectus or any document incorporated by reference therein filed prior to the date of this prospectus supplement, you should rely on the information in this prospectus supplement.

It is important for you to read and consider all of the information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. We include cross-references in this prospectus supplement and the accompanying prospectus to captions in these materials where you can find additional related discussions. The table of contents in this prospectus supplement provides the pages on which these captions are located. You should read both this prospectus supplement and the accompanying prospectus, together with the additional information described in the sections entitled *Where You Can Find More Information* and *Incorporation of Documents by Reference* of this prospectus supplement, before investing in our common stock.

The selling stockholders are offering to sell, and seeking offers to buy, shares of common stock only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the common stock in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying prospectus must inform themselves about, and observe any restrictions relating to, the offering of the common stock and the distribution of this prospectus supplement and the accompanying prospectus outside the United States. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement and the accompanying prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights information contained elsewhere in this prospectus supplement or incorporated by reference into this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all of the information that you should consider before investing in our common stock. Before investing in our common stock, you should carefully read the entire prospectus supplement, the accompanying prospectus, any applicable free writing prospectus we file with the SEC and the information incorporated herein by reference, including the financial data and related notes and the sections entitled Risk Factors. Unless the context requires otherwise, references to our company, we, us and our refer to Syneos Health, Inc. and its direct and indirect subsidiaries. Unless the context otherwise requires, references to common stock and stock refer to our Class A common stock. References to GAAP are to the generally accepted accounting principles of the United States.*

**Overview**

We are a leading global biopharmaceutical services organization comprised of an end-to-end clinical contract research organization and contract commercial organization. We offer both standalone and integrated biopharmaceutical development and commercialization services ranging from Phase I to Phase IV clinical trial services to services associated with the commercialization of biopharmaceutical products. Our customers include small, mid-sized, and large companies in the pharmaceutical, biotechnology, and medical device industries, and our revenue is derived through a broad suite of services designed to enhance our customers' ability to successfully develop, launch, and market their products. We consistently and predictably deliver our services in a complex environment and offer a proprietary, operational approach to the delivery of our projects through our Trusted Process<sup>®</sup> methodology.

On August 1, 2017, we completed a merger (the Merger) with Double Eagle Parent, Inc. (inVentiv), the parent company of inVentiv Health, Inc. under the terms of the merger agreement, dated May 10, 2017. Upon closing, inVentiv was merged with and into our Company, and the separate corporate existence of inVentiv ceased, with the Company continuing as the surviving corporation.

**Our Sponsors**

Following the closing of this offering, affiliates of Advent International Corporation (Advent) will own approximately 21.8% of our common stock and affiliates of Thomas H. Lee Partners, L.P. (THL, each, a Sponsor, and together, the Sponsors) will own approximately 18.7% of our common stock. See Selling Stockholders.

**Corporate Information**

We are a Delaware corporation and were established as INC Research in 1998. As a result of a corporate reorganization in connection with a business combination transaction, INC Research Holdings, Inc. was incorporated in Delaware in August 2010. We changed our name to Syneos Health, Inc. after the Merger. Our principal executive office is located at 3201 Beechleaf Court, Suite 600, Raleigh, North Carolina 27604-1547. Our telephone number at our principal executive office is (919) 876-9300. Our corporate website is [www.syneoshealth.com](http://www.syneoshealth.com). The information on our corporate website is not part of, and is not incorporated by reference into, this prospectus supplement.





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**THE OFFERING**

<b>Common stock offered by the selling stockholders</b>	6,000,000 shares.
<b>Common stock to be outstanding after this offering</b>	102,911,079 shares.
<b>Use of proceeds</b>	We will not receive any of the proceeds from the sale of shares of common stock by the selling stockholders. See Use of Proceeds.
<b>Dividend policy</b>	We do not anticipate paying any dividends on our common stock in the foreseeable future; however, we may change this policy in the future. See Dividend Policy.
<b>Risk factors</b>	Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page S-5 of this prospectus supplement, in the accompanying prospectus and the documents incorporated by reference for a discussion of factors you should consider carefully before investing in our common stock.

**NASDAQ trading symbol**

SYNH.

Unless otherwise indicated, the number of shares of our common stock outstanding after this offering is based on 102,871,399 shares outstanding as of June 30, 2018 and excludes:

2,234,780 shares of our common stock issuable upon exercise of outstanding stock options as of June 30, 2018 with a weighted average exercise price of \$28.39 per share;

5,979,584 shares of our common stock reserved for future issuance, as of June 30, 2018, under our 2018 Equity Incentive Plan;

2,375,053 shares of nonvested restricted stock units outstanding as of June 30, 2018; and

3,286,359 shares of our common stock reserved for future issuance, as of June 30, 2018, under the Company's 2016 Employee Stock Purchase Plan, as amended and restated.

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**RISK FACTORS**

Investing in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below together with the other information included in this prospectus supplement, the accompanying prospectus and incorporated by reference herein, before deciding to purchase our common stock. In addition, you should carefully consider, among other things, the section entitled "Risk Factors" beginning on page 26 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and other information in our consolidated financial statements, all of which are incorporated by reference into this prospectus supplement. The risks described below and incorporated herein by reference are those which we believe are the material risks that we face. The occurrence of any of the following risks may materially and adversely affect our business, financial condition, results of operations, cash flows, reputation and future prospects. In this event, the market price of our common stock could decline, and you could lose part or all of your investment.

**Risks Related to Our Common Stock and this Offering**

*Our stock price might fluctuate significantly, which could cause the value of your investment in our common stock to decline, and you might not be able to resell your shares at a price at or above the public offering price.*

Since our initial public offering in November 2014, the price of our stock, as reported by NASDAQ, has ranged from a low of \$19.61 on November 7, 2014 to a high of \$61.10 on June 19, 2017. In addition, securities markets worldwide have experienced, and are likely to continue to experience, significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could affect stock price in ways that may be unrelated to our operating performance. The trading price of our stock is subject to significant price fluctuations in response to many factors, including:

market conditions or trends in our industry, including with respect to the regulatory environment, or the economy as a whole;

fluctuations in quarterly operating results, as well as differences between our actual financial and operating results and those expected by investors, especially as we integrate inVentiv into our company;

future performance guidance, if any, that we provide to the public, any changes in this guidance or our failure to meet this guidance;

changes in financial estimates or ratings by any securities analysts who follow our stock, our failure to meet those estimates or the failure of those analysts to initiate or maintain coverage of our stock;

changes in key personnel;

entry into new markets;

announcements by us or our competitors of new service offerings or significant acquisitions, divestitures, strategic partnerships, joint ventures or capital commitments;

actions by competitors;

changes in operating performance and market valuations of other companies in the industry;

future sales of our stock by our significant stockholders, officers and directors;

investors' perceptions of our prospects and the prospects of the industry;

investors' perceptions of the investment opportunity associated with our stock relative to other investment alternatives;

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the public's reaction to press releases or other public announcements by us or third parties, including our filings with the SEC;

announcements related to litigation;

changes in the credit ratings of our debt;

the sustainability of an active trading market for our stock; and

other events or factors, including those resulting from system failures and disruptions, cyber-attacks, earthquakes, hurricanes, war, acts of terrorism, other natural disasters or responses to these events.

These and other factors may cause the market price and demand for shares of our stock to fluctuate substantially, which could result in reduced liquidity and a decline in the price of our stock. When the market price of a stock is volatile, security holders often institute class action litigation against the company that issued the stock. If we become involved in this type of litigation, regardless of the outcome, we could incur substantial legal costs and our management's attention could be diverted from the operation of our business, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***We do not expect to pay any cash dividends for the foreseeable future.***

We do not anticipate that we will pay any dividends to holders of our stock for the foreseeable future. Any payment of cash dividends will be at the discretion of our board of directors (the Board) and will depend on our financial condition, capital requirements, legal requirements, earnings and other factors. Our ability to pay dividends is restricted by the terms of our 2017 credit agreement and might be restricted by the terms of any indebtedness that we incur in the future. Consequently, you should not rely on dividends in order to receive a return on your investment. See Dividend Policy.

***Future sales of our common stock in the public market, including in this offering, could cause the market price of our common stock to decrease significantly.***

Upon the consummation of this offering, based on the number of shares outstanding as of June 30, 2018, 102,871,399 shares of common stock will be outstanding. All of the 6,000,000 shares being sold in this offering will be freely tradeable immediately after this offering (except for shares purchased by affiliates) and of the remaining 96,871,399 shares outstanding as of June 30, 2018, assuming no exercise of outstanding options or vesting of restricted stock units after June 30, 2018, 41,743,367 shares may be sold upon expiration of lock-up agreements entered into in connection with this offering 30 days after the date of this offering (subject to volume and other restrictions of Rule 144). As of June 30, 2018, we had 4,609,833 shares of outstanding options and restricted stock units that, if exercised or sold, would result in these additional shares becoming available for sale subject, in some cases, to Rule 144 and Rule 701 under the Securities Act of 1933, as amended (the Securities Act).

Sales or issuances of substantial amounts of our stock in the public market by us or our stockholders may cause the market price of our stock to decrease significantly. The perception that such sales or issuances could occur could also depress the market price of our stock. Any such sales or issuances could also create public perception of difficulties or problems with our business and might also make it more difficult for us to raise capital through the sale of equity

securities in the future at a time and price that we deem appropriate.

***Our Sponsors have significant influence over our company, and their interests may be different from or conflict with those of our other stockholders.***

After the consummation of this offering, the Sponsors will collectively beneficially own approximately 40.5% of our outstanding common stock. As a consequence, the Sponsors continue to

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be able to exert a significant degree of influence over our management, affairs, and matters requiring stockholder approval, including the election of directors, a merger, consolidation or sale of all or substantially all of our assets, and any other significant transaction. Additionally, each of the Sponsors is party to a stockholders agreement with us (the Stockholders Agreements ). The Stockholders Agreements, among other things, require such stockholders to vote in favor of certain nominees to the Board. The interests of the Sponsors might not always coincide with our interests or the interests of our other stockholders. For instance, this concentration of ownership and/or the restrictions imposed by the Stockholders Agreements may have the effect of delaying or preventing a change in control of us otherwise favored by our other stockholders and could depress our stock price.

The Sponsors each make investments in companies and may, from time to time, acquire and hold interests in businesses that compete directly or indirectly with us. Each of the Sponsors may also pursue, for its own account, acquisition opportunities that may be complementary to our business, and as a result, those acquisition opportunities might not be available to us. Our organizational documents contain provisions renouncing any interest or expectancy held by our directors affiliated with the Sponsors in certain corporate opportunities. Accordingly, the interests of the Sponsors may supersede ours, causing the Sponsors or their affiliates to compete against us or to pursue opportunities instead of us, for which we have no recourse. Such actions on the part of the Sponsors and inaction on our part could have a material adverse effect on our business, financial condition, results of operations and cash flows.

The Sponsors control four seats on the Board. Since the Sponsors could invest in entities that directly or indirectly compete with us, when conflicts arise between the interests of the Sponsors and the interests of our stockholders, these directors might not be disinterested.

***Provisions of our corporate governance documents and Delaware law could make an acquisition of our company more difficult and may prevent attempts by our stockholders to replace or remove our current management, even if beneficial to our stockholders.***

Provisions of our certificate of incorporation, as amended, and our amended and restated bylaws contain provisions that delay, defer or discourage transactions involving an actual or potential change in control of us or change in our management that stockholders may consider favorable, including transactions in which you might otherwise receive a premium for your shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our stock, thereby depressing the market price of our stock. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of the Board. Because the Board is responsible for appointing the members of our management team, these provisions could in turn affect any attempt to replace current members of our management team. Among others, these provisions include: (i) our ability to issue preferred stock without stockholder approval; (ii) the requirement that our stockholders may not act without a meeting; (iii) requirements for advance notification of stockholder nominations and proposals contained in our bylaws; (iv) the absence of cumulative voting for our directors; (v) requirements for stockholder approval of certain business combinations; and (vi) the limitations on director nominations contained in our Stockholders Agreements.

Additionally, Section 203 of the Delaware General Corporation Law (the DGCL ) prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder, generally a person which together with its affiliates owns, or within the last three years has owned, 15% of our voting stock, for a period of three years after the date of the merger in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. The existence of the foregoing provision could also limit the price that investors might be willing to pay in the future for shares of our stock, thereby depressing the market price of our stock.

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***If securities analysts or industry analysts downgrade our shares, publish negative research or reports, or do not publish reports about our business, our stock price and trading volume could decline.***

The trading market for our stock is to some extent influenced by the research and reports that industry or securities analysts publish about us, our business and our industry. If one or more analysts adversely change their recommendation regarding our shares or our competitors' stock, our share price would likely decline. If one or more analysts cease coverage of us or fail to regularly publish reports on us, we might lose visibility in the financial markets, which in turn could cause our share price or trading volume to decline.

***We are incurring increased costs and obligations as a result of being a public company.***

As a public company, we are required to comply with certain additional corporate governance and financial reporting practices and policies. As a result, due to compliance requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley), the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the listing requirements of the NASDAQ, and other applicable securities rules and regulations, we have and will continue to incur significant legal, accounting and other expenses. The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and operating results with the SEC. We are also required to ensure that we have the ability to prepare financial statements and other disclosures that are fully compliant with all SEC reporting requirements on a timely basis. Compliance with these rules and regulations has increased and may continue to increase our legal and financial compliance costs, make some activities more difficult, time-consuming, or costly, and increase demand on our systems and resources.

We might not be successful in complying with these requirements and the significant amount of resources required to ensure compliance could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Our internal controls over financial reporting are required to meet all the standards of Section 404 of Sarbanes-Oxley, and failure to achieve and maintain effective internal controls over financial reporting could have a material adverse effect on our stock price, reputation, business, financial condition, results of operations and cash flows.***

Section 404 of Sarbanes-Oxley requires management and our independent registered public accounting firm to assess and attest to the effectiveness of internal control over financial reporting on an annual basis. The rules governing the standards that must be met to assess our internal control over financial reporting are complex and require significant documentation, testing and possible remediation of our existing controls and could result in incurring significant additional expenditures. We are required to design, implement and test our internal controls over financial reporting in order to comply with this obligation. The effort necessary to meet these requirements is time-consuming, costly, and complicated, and we must continually evaluate and refine these processes on an ongoing basis. We might encounter problems or delays in completing the implementation of any required improvements and therefore fail to receive a favorable attestation provided by our independent registered public accounting firm.

As a private company, inVentiv was not subject to the requirements of Section 404 of Sarbanes-Oxley. Now that the Merger has been completed, we must devote significant management time and other resources to ensure that the combined company complies with the requirements of Section 404, and there can be no assurance that it will.

Further, material weaknesses or significant deficiencies in our internal control over financial reporting may exist or otherwise be discovered in the future. If we fail to maintain an effective internal



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control environment, such failure could limit our ability to report our financial results accurately and timely, resulting in misstatements and/or restatements of our consolidated financial statements, which may cause investors to lose confidence and have a material adverse effect on our stock price, reputation, business, financial condition, results of operations, and cash flows.

***We are a holding company and rely on dividends and other payments, advances and transfers of funds from our subsidiaries to meet our obligations and pay any dividends.***

We have no direct operations and no significant assets other than ownership of 100% of the capital stock of our subsidiaries. Because we conduct our operations through our subsidiaries, we depend on those entities for dividends and other payments to generate the funds necessary to meet our financial obligations, and to pay any dividends with respect to our stock. Legal and contractual restrictions in our 2017 credit agreement and other agreements which may govern future indebtedness of our subsidiaries, as well as the financial condition and operating requirements of our subsidiaries, may limit our ability to obtain cash from our subsidiaries. The earnings from, or other available assets of, our subsidiaries might not be sufficient to pay dividends, make distributions, or loans to enable us to pay any dividends on our stock or other obligations. Any of the foregoing could materially and adversely affect our business, financial condition, results of operations, and cash flows.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement (including the accompanying prospectus and the information incorporated by reference in this prospectus supplement) and any free writing prospectus that we may provide to you in connection with an offering of our common stock described in this prospectus supplement contains forward-looking statements within the meaning of Section 27A of the Securities Act. All statements other than statements of historical facts contained in this prospectus supplement, including statements regarding our future results of operations and financial position, business strategy and plans and our objectives for future operations, are forward-looking statements. The words anticipates, believes, estimates, expects, intends, may, plans, projects, should, targets, will and the negative words and expressions are intended to identify forward-looking statements. Forward-looking statements are based largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short term and long term business operations and objectives, and financial needs. These forward-looking statements are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this prospectus supplement may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. We caution you therefore against relying on these forward-looking statements.

Some of the key factors that could cause actual results to differ from our expectations include regional, national or global political, economic, business, competitive, market and regulatory conditions and the following:

any failure to generate a large number of new business awards and the risk of delay, termination, reduction in scope or failure to go to contract of our business awards;

any failure to convert backlog to revenue;

any failure to adopt the new accounting standard of recognizing revenue from contracts with customers in a timely manner;

fluctuation in our results between fiscal quarters and years;

the impact of underpricing our contracts, overrunning our cost estimates or failing to receive approval for or experiencing delays with documentation of change orders;

the risks associated with our information systems infrastructure;

the risks associated with complying with governmental regulation in the areas of consumer privacy and data use and security;

any adverse results from customer or therapeutic area concentration;

the risks associated with doing business internationally;

the risks associated with our intercompany transfer pricing policies;

any failure to successfully increase our market share, grow our business and execute our growth strategies;

the risks associated with upgrading our information systems and evolving the technology platform for our services;

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any failure to perform our services in accordance with contractual requirements, regulatory standards and ethical considerations;

the risk of litigation and personal injury claims;

the risks associated with the operation of our early stage (Phase I and IIA) clinical facilities and the services we provide there as well as our clinical trial management, including direct interaction with clinical trial patients or volunteers;

potentially inadequate insurance coverage for our operations and indemnification obligations;

any failure to attract principal investigators and patients for our clinical trials;

the risk that a drug we market causes harm to a patient;

the risks associated with investing in our customers' business or drugs and our related commercial rights strategies;

the impact of any failure to retain or recruit qualified management and key personnel;

the impact of unfavorable economic conditions and exchange rate and effective income tax rate fluctuations;

our limited ability to protect our intellectual property rights;

the risks associated with our acquisition strategy;

the risks associated with potential future acquisitions or investments in our customers' businesses or drugs;

the risks related to our relationships with existing or potential customers who are in competition with each other;

potential impairment of goodwill or other intangible assets;

the risks arising from the restructuring of our operations;

the risks associated with operating in many different jurisdictions;

the failure of third parties to provide us with critical support services;

our limited ability or inability to utilize net operating loss carry forwards and certain other tax attributes;

a downgrade in our credit rating;

any inability to compete effectively for the services we provide;

changes in trends in the biopharmaceutical industry, including our customers reducing their R&D spend or limiting the amount of such spend that is subject to competitive bidding among contract research organizations;

actions by regulatory authorities or customers;

the impact of changes in government regulations and healthcare reform;

the risks associated with healthcare reform and its impact to the biopharmaceutical industry;

the risks associated with current and proposed laws and regulations regarding the protection of personal data;

the impact of our customers competing with lower cost generic products and other competing products;

any failure to keep pace with rapid technological changes;

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the risks associated with potentially being involved in a patent or other intellectual property litigation;

our ability to service our substantial indebtedness;

the effect of covenant restrictions in our debt agreements on our ability to operate our business;

fluctuations in interest rates; and

the other factors set forth in Risk Factors.

The forward-looking statements included in this prospectus supplement are made only as of the date hereof. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We undertake no obligation to update publicly any forward-looking statements for any reason after the date of this prospectus supplement to conform these statements to actual results or to changes in our expectations, except as may be required by law.

You should read this prospectus supplement with the understanding that our actual future results, levels of activity, performance and events and circumstances may be materially different from what we expect.



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**USE OF PROCEEDS**

We will not receive any of the proceeds from the sale of shares of our common stock by the selling stockholders in this offering.

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Our common stock trades on NASDAQ under the symbol SYNH. The following table sets forth for the periods indicated the high and low sale prices of our common stock on NASDAQ.

	<b>High</b>	<b>Low</b>
<b>2016</b>		
First Quarter	\$ 48.13	\$ 34.19
Second Quarter	\$ 57.11	\$ 36.70
Third Quarter	\$ 47.39	\$ 37.27
Fourth Quarter	\$ 52.75	\$ 41.10
<b>2017</b>		
First Quarter	\$ 56.88	\$ 40.85
Second Quarter	\$ 61.10	\$ 40.65
Third Quarter	\$ 59.80	\$ 51.00
Fourth Quarter	\$ 59.45	\$ 33.60
<b>2018</b>		
First Quarter	\$ 46.85	\$ 31.10
Second Quarter	\$ 49.45	\$ 34.85
Third Quarter (through August 3, 2018)	\$ 53.90	\$ 45.65

The closing price of our common stock as of August 3, 2018 was \$52.60 per share.

On August 3, 2018, we had approximately 65 holders of record of our common stock. The actual number of stockholders is greater than this number of record holders, and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees.

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**DESCRIPTION OF CAPITAL STOCK**

The following discussion is a summary of the terms of our common stock, our certificate of incorporation, as amended, our amended and restated bylaws and certain applicable provisions of Delaware law, as currently in effect. This summary does not purport to be complete and is qualified in its entirety by reference to the actual terms and provision of our certificate of incorporation, as amended, and amended, and restated bylaws, copies of which have been filed previously with the SEC. For more information on how you can obtain copies of our certificate of incorporation, as amended, and amended and restated bylaws, see [Where You Can Find More Information](#).

**Authorized Capitalization**

Our authorized capital stock consists of (i) 300 million shares of Class A common stock, par value \$0.01 per share, (ii) 300 million shares of Class B common stock, par value \$0.01 per share, and (iii) 30 million shares of preferred stock, par value \$0.01 per share.

**Common Stock**

As of June 30, 2018, 102,871,399 shares of our Class A common stock were outstanding and no shares of Class B common stock were outstanding. Holders of our common stock are entitled to the following rights.

***Voting Rights***

Each share of our Class A common stock entitles its holder to one vote per share on all matters to be voted upon by the stockholders. Each share of our Class B common stock entitles its holder to one vote per share on all matters to be voted upon by stockholders, except with respect to the election or removal of directors. Holders of Class A common stock and Class B common stock vote together as a single class. There is no cumulative voting, which means that a holder or group of holders of more than 50% of the shares of our common stock can elect all of our directors.

***Dividend Rights***

The holders of our common stock are entitled to receive dividends when and as declared by the Board from legally available sources, subject to the prior rights of the holders of our preferred stock, if any.

***Conversion Rights***

The shares of Class B common stock are convertible into Class A common stock, in whole or in part, at any time and from time to time at the option of the holder, on the basis of one share of Class A common stock for each share of Class B common stock, subject to adjustment for any stock splits, combinations or similar events.

***Liquidation Rights***

In the event of our liquidation or dissolution, the holders of our common stock will be entitled to share ratably in the assets available for distribution after the payment of all of our debts and other liabilities, subject to the prior rights of the holders of our preferred stock, if any.

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### ***Other Rights***

Certain of our common stockholders have preemptive or other rights to subscribe for additional shares. All holders of our common stock are entitled to share equally on a share-for-share basis in any assets available for distribution to common stockholders upon our liquidation, dissolution or winding up. All outstanding shares are, and all shares offered by this prospectus will be, when sold, validly issued, fully paid and nonassessable.

### **Preferred Stock**

As of June 30, 2018, we had no shares of preferred stock outstanding. The Board is authorized, without further stockholder approval, to issue from time to time up to an aggregate of 30 million shares of preferred stock in one or more series and to fix or alter the designations, preferences, rights and any qualifications, limitations or restrictions of the shares of each such series thereof, including the dividend rights, dividend rates, conversion rights, voting rights, terms of redemption (including sinking fund provisions), redemption price or prices, liquidation preferences and the number of shares constituting any series or designations of such series. As of the date of this prospectus, we had no plans to issue any shares of preferred stock.

### **Registration Rights**

Certain of our existing stockholders have certain registration rights with respect to our common stock pursuant to the Stockholders' Agreements.

### **Anti-takeover Provisions**

Our certificate of incorporation, as amended, and amended and restated bylaws contain provisions that could delay, defer or discourage transactions involving an actual or potential change in control of us or change in our management. We expect that these provisions, which are summarized below, might discourage coercive takeover practices or inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with the Board, which we believe may result in an improvement of the terms of any such acquisition in favor of our stockholders. However, they also give the Board the power to discourage transactions that some stockholders may favor, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. Accordingly, these provisions could adversely affect the price of our common stock.

### ***Classified Board***

Our certificate of incorporation, as amended, provides that the Board consists of 10 directors, and that the Board will be divided into three classes, with one class being elected at each annual meeting of stockholders. Each director will serve a three-year term, with termination staggered according to class. Class I consists of three directors, Class II consists of four directors, and Class III consists of three directors. The size of the Board may thereafter be fixed from time to time solely by resolution of at least a majority of the directors then in office.

Our certificate of incorporation, as amended, provides that directors may only be removed for cause by the holders of at least a majority of the voting power of all outstanding shares of common stock then entitled to vote on the election of directors. Furthermore, any vacancy on the Board, however occurring, including a vacancy resulting from an increase in the size of the Board, may only be filled by the affirmative vote of a majority of our directors then in office, even if less than a quorum.



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Directors nominated by stockholders pursuant to either of the Stockholders Agreements dated as of May 10, 2017, by and among our company and the Stockholder signatories thereto may be removed from office with or without cause by such Stockholders without a meeting. The stockholders that are parties to such Stockholders Agreements are referred to herein as the Stockholders .

The classification of the Board could make it more difficult for a third party to acquire, or discourage a third party from seeking to acquire, control of our Company.

***Requirements for Advance Notification of Stockholder Meetings, Nominations and Proposals***

Our amended and restated bylaws provide that special meetings of the stockholders may be called only upon the request of a majority of the Board or upon the request of the Chief Executive Officer or the chair of the Board. Our amended and restated bylaws prohibit the conduct of any business at a special meeting other than (i) as specified in the notice for such meeting, (ii) brought before the meeting by or at the direction of the Board or an authorized officer or (iii) by a shareholder who complied with the notice procedures set forth in the amended and restated bylaws. These provisions may have the effect of deferring, delaying or discouraging hostile takeovers or changes in control or management of our company.

Our amended and restated bylaws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of the Board or a committee of the Board. In order for any matter to be properly brought before a meeting, a stockholder has to comply with the advance notice requirements. Our amended and restated bylaws allow the presiding officer at a meeting of the stockholders to adopt rules and regulations for the conduct of meetings which may have the effect of precluding the conduct of certain business at a meeting if the rules and regulations are not followed. These provisions may also defer, delay or discourage a potential acquirer from conducting a solicitation of proxies to elect the acquirer s own slate of directors or otherwise attempting to obtain control of our company.

***No Stockholder Action by Written Consent***

Our certificate of incorporation, as amended, provides that stockholder action may be taken only at an annual meeting or special meeting of stockholders and may not be t