

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Landau Jeffrey B</u>  (Last) (First) (Middle) C/O CYTOMX THERAPEUTICS, INC. 151 OYSTER POINT BLVD., STE. 400  (Street) SOUTH SAN FRANCISCO CA 94080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CytomX Therapeutics, Inc. [ CTMX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  Chief Business Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/02/2023		A		40,000 <sup>(1)</sup>	A	\$0	70,725 <sup>(2)</sup>	D	
Common Stock								4,500	I	Fidelity Traditional IRA
Common Stock								3,180	I	Schwab ROTH IRA

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$2.59	02/02/2023		A		100,000		(3)	02/01/2033	Common Stock	100,000	\$0.00	100,000	D	
Performance Stock Units (PSUs)	(4)	02/02/2023		A		75,000		(4)	(4)	Common Stock	75,000	\$0.00	75,000	D	

**Explanation of Responses:**

- Constitute restricted stock units ("RSUs") for which the Reporting Person is entitled to receive one (1) share of Common Stock for each RSU upon vesting. 1/3rd of the RSUs vest annually on February 2 of each year, with the first 1/3rd vesting on February 2, 2024, subject to the Reporting Person continuing as a service provider through each such date.
- Includes 56,274 RSUs.
- 1/48th of the shares subject to the option vest on each monthly anniversary measured from February 2, 2023 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date, subject to the Reporting Person continuing as a service provider through each such date.
- Each Performance-Based Restricted Stock Unit ("PSU") represents a contingent right to receive one (1) share of Common Stock upon vesting. 1/2 of the PSUs vest upon the achievement of each of two clinical milestones, subject to the Reporting Person continuing as a service provider through each such date.

/s/ Lloyd Rowland, as Attorney-in-Fact for Jeffrey B Landau 02/06/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.