SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average b	urden							
hours per response:	0.5							

	ess of Reporting Pers	on [*]	2. Issuer Name and Ticker or Trading Symbol <u>CytomX Therapeutics, Inc.</u> [CTMX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>McCarthy Sean A.</u>			<u></u>	X	Director	10% Owner			
(Last) (First) (Middle) 151 OYSTER POINT BLVD. SUITE 400		(Middle)	2. Data of Earlingt Transaction (Month/Day/Maar)		Officer (give title below)	Other (specify below)			
			3. Date of Earliest Transaction (Month/Day/Year) 09/01/2017		President and CEO				
(Street) SOUTH SAN FRANCISCO	CA	94080	4. If Amendment, Date of Original Filed (Month/Day/Year) 09/05/2017	6. Indiv Line) X	idual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting Person			
(City)	(State)	(Zip)							

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. Transa Code (8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	09/01/2017		М		9,930	A	\$0.945	14,175	D	
Common Stock	09/01/2017		S ⁽¹⁾		9,562	D	\$17.32 ⁽²⁾	4,613	D	
Common Stock	09/01/2017		S		368	D	\$17.5	4,245	D	
Common Stock								158,737	Ι	See footnote ⁽³⁾

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. Transa Code (8)		of Expi		Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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	Amount or Number of Shares				
Stock Option (right to buy)	\$ 0.945	09/01/2017		М			9,930	(4)	02/25/2023	Common Stock	9,930	\$0.00	25,043	D	

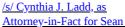
Explanation of Responses:

1. The sale was effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.

2. The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$17.01 to \$17.50, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

3. Held in McCarthy Family Trust dated August 9, 2001, Sean A. McCarthy and Jeanette J. McCarthy, Trustees.

4. 100% of the shares subject to the option are fully vested and exercisable.



McCarthy

09/22/2017

Date

** Signature of Reporting Person

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.