

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>McCarthy Sean A.</u> _____ (Last) (First) (Middle) 343 OYSTER POINT BLVD. SUITE 100 _____ (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO	
			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2018			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

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	11/01/2018		M ⁽¹⁾		5,370	A	\$1.5749	87,433	D	
Common Stock	11/01/2018		S ⁽¹⁾		100	D	\$15.005	87,333	D	
Common Stock	11/01/2018		S ⁽¹⁾		5,270	D	\$15	82,063	D	
Common Stock	11/02/2018		M ⁽¹⁾		1,156	A	\$1.5749	83,219	D	
Common Stock	11/02/2018		S ⁽¹⁾		1,156	D	\$15.007 ⁽³⁾	82,063	D	

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)	\$1.5749	11/01/2018		M ⁽¹⁾			5,370	(2)	02/08/2025	Common Stock	5,370	\$0	137,227	D	
Stock Option (Right to Buy)	\$1.5749	11/02/2018		M ⁽¹⁾			1,156	(2)	02/08/2025	Common Stock	1,156	\$0	136,071	D	

Explanation of Responses:

- The transactions reported herein were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.
- This option vests in 48 substantially equal monthly installments starting on the last day of January 2015.
- This transaction was executed in multiple trades in prices ranging from \$15.00 to \$15.02, inclusive. The price reported in Column 4 above reflects the weighted average sale price. 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.

/s/ Debanjan Ray, as Attorney-in-Fact for Sean A. McCarthy 11/05/2018

** 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.