

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 20, 2017

**CYTOMX THERAPEUTICS, INC.**

(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-37587  
(Commission File Number)

27-3521219  
(IRS Employer  
Identification No.)

151 Oyster Point Boulevard, Suite 400  
South San Francisco, CA 94080  
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 515-3185

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2, below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).  
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Ex

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

CytomX Therapeutics, Inc. (the "Company") held its 2017 Annual Meeting of Stockholders (the "Annual Meeting") on June 20, 2017. On the April 28, 2017 record date, there were 36,743,701 shares of the Company's common stock outstanding with each such share being entitled to one vote per share.

At the Annual Meeting, 28,934,990 shares of the Company's common stock were voted in person or by proxy for the two proposals set forth below, each of which is described in the Company's Definitive Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on May 9, 2017.

**Proposal 1.** The Company's stockholders elected the Class II director nominees below to the Company's Board of Directors to hold office until the 2020 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified, or the earlier of their death, resignation or removal.

| <b>NOMINEE</b>     | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|--------------------|------------|----------------|----------------|-----------------------------|
| Neil Exter         | 24,473,817 | 634,208        | 6,776          | 3,820,189                   |
| Frederick W. Gluck | 24,485,859 | 627,916        | 1,026          | 3,820,189                   |
| Matthew P. Young   | 23,835,087 | 1,272,838      | 6,876          | 3,820,189                   |

**Proposal 2.** The Company's stockholders ratified the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2017.

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|------------|----------------|----------------|-------------------------|
| 28,924,579 | 4,100          | 6,311          | 0                       |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 21, 2017

**CYTOMX THERAPEUTICS, INC.**

By: /s/ Cynthia J. Ladd  
Cynthia J. Ladd  
Senior Vice President and General Counsel