

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>THIRD ROCK VENTURES LP</u> _____ (Last) (First) (Middle) <u>29 NEWBURY STREET, 3RD FLOOR</u> _____ (Street) <u>BOSTON MA 02116</u> _____ (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/14/2015</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	10/14/2015		C		8,670,351	A	(1)	8,670,351(2)	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
Series B-1 Preferred Stock	(1)	10/14/2015		C			8,105,314	(1)	(1)	Common Stock	8,105,314(2)	\$0	0	D(3)	
Series C Preferred Stock	(1)	10/14/2015		C			565,037	(1)	(1)	Common Stock	565,037(2)	\$0	0	D(3)	

1. Name and Address of Reporting Person\*  
THIRD ROCK VENTURES LP  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
29 NEWBURY STREET, 3RD FLOOR  
 \_\_\_\_\_  
 (Street)  
BOSTON MA 02116  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Third Rock Ventures GP, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
29 NEWBURY STREET, 3RD FLOOR  
 \_\_\_\_\_  
 (Street)  
BOSTON MA 02116  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TRV GP, LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
29 NEWBURY STREET, 3RD FLOOR  
 \_\_\_\_\_  
 (Street)  
BOSTON MA 02116  
 \_\_\_\_\_  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">LEVIN MARK J</a>		
(Last)	(First)	(Middle)
29 NEWBURY STREET, 3RD FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">STARR KEVIN P</a>		
(Last)	(First)	(Middle)
29 NEWBURY STREET, 3RD FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">TEPPER ROBERT I</a>		
(Last)	(First)	(Middle)
29 NEWBURY STREET, 3RD FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

**Explanation of Responses:**

- The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Person converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on a one-for-one basis.
- Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a one-for-one basis, which became effective immediately prior to the closing of the Issuer's initial public offering.
- The shares are directly held by Third Rock Ventures, L.P. ("TRV"). The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP LP"). The general partner of TRV GP LP is TRV GP, LLC ("TRV GP LLC"). The individual managers of TRV GP LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper") and, as such, each of TRV GP LP and TRV GP LLC, Levin, Starr and Tepper exercises shared voting and investment power over the shares held of record by TRV. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.

**Remarks:**

[/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC, general partner of Third Rock Ventures GP, L.P., general partner of Third Rock Ventures, L.P.](#) 10/23/2015

[/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC, general partner of Third Rock Ventures GP, L.P.](#) 10/23/2015

[/s/ Kevin Gillis, Chief Financial Officer of TRV GP, LLC](#) 10/23/2015

[/s/ Kevin Gillis by power of attorney for Mark Levin](#) 10/23/2015

[/s/ Kevin Gillis by power of attorney for Kevin Starr](#) 10/23/2015

[/s/ Kevin Gillis by power of attorney for Robert I. Tepper](#) 10/23/2015

\*\* 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.