

**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 17, 2020**

**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 Blvd.  
Suite 400  
South San Francisco, CA**  
(Address of Principal Executive Offices)

**94080**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.00001	CTMX	The Nasdaq Global Select Market

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 Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 23, 2020, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “Charter Amendment”) of its Amended and Restated Certificate of Incorporation (the “Charter”) to increase the authorized number of shares of the Company’s common stock from 75,000,000 to 150,000,000 shares. The Charter Amendment was approved by the Company’s stockholders at the Annual Meeting on June 17, 2020, as described below under Item 5.07.

A copy of the Charter Amendment is attached to this report as Exhibit 3.1.

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

CytomX Therapeutics, Inc. (the “Company”) held its 2020 Annual Meeting of Stockholders (the “Annual Meeting”) on June 17, 2020. On the April 20, 2020 record date, there were 45,922,598 shares of the Company’s common stock outstanding with each such share being entitled to one vote per share.

At the Annual Meeting, 39,889,358 shares of the Company’s common stock were voted online or by proxy for the four 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 April 29, 2020.

**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 2023 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified, or the earlier of their death, resignation or removal.

<u>NOMINEE</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
Frederick W. Gluck	22,174,079	12,368,449	18,072	5,328,758
Matthew P. Young	33,809,571	728,829	22,200	5,328,758
Elaine V. Jones, Ph.D.	26,154,800	8,386,022	19,778	5,328,758

**Proposal 2.** The Company’s stockholders ratified the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2020.

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
39,691,825	168,723	28,810	0

As a routine proposal under applicable rules, no broker non-votes were recorded in connection with this proposal.

**Proposal 3.** The approval to amend the Company’s Amended and Restated Certificate of Incorporation to increase the number of shares of authorized common stock from 75,000,000 to 150,000,000:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
38,754,756	1,123,652	10,950	0

**Proposal 4.** The approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
33,982,373	557,668	20,559	5,238,758

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of CytomX Therapeutics, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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 23, 2020

**CYTOMX THERAPEUTICS, INC.**

By: /s/ Lloyd Rowland

Lloyd Rowland

Senior Vice President and General Counsel

**CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CYTOMX THERAPEUTICS, INC.  
(a Delaware corporation)**

**(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)**

CytomX Therapeutics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the “**DGCL**”), hereby certifies as follows:

1. The name of this corporation is CytomX Therapeutics, Inc. (the “**Company**”).

2. The date of filing of the Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware was September 16, 2010 under the name Cytomx Therapeutics, Inc. Thereafter, an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on September 22, 2010. Thereafter, an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 26, 2012. Thereafter, an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 22, 2014. Thereafter, an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 11, 2015. Thereafter, an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 2, 2015. Thereafter, an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 13, 2015 (this “**Restated Certificate**”).

3. Article Four, Section (A) of the Restated Certificate is hereby amended and restated in its entirety to read as follows:

**“A.** The Company is authorized to issue two classes of stock to be designated, respectively, Common Stock and Preferred Stock. The total number of shares that the Company is authorized to issue is 160,000,000 shares, 150,000,000 shares of which shall be Common Stock (the “**Common Stock**”), and 10,000,000 shares of which shall be Preferred Stock (the “**Preferred Stock**”). The Common Stock shall have a par value of \$0.00001 per share and the Preferred Stock shall have a par value of \$0.00001 per share.”

4. This Certificate of Amendment to Amended and Restated Certificate of Incorporation has been duly adopted by the Company’s Board of Directors and stockholders in accordance with the applicable provisions of Sections 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, CytomX Therapeutics, Inc. has caused this Certificate of Amendment to Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on this 23rd day of June, 2020.

**CYTOMX THERAPEUTICS, INC.**

/s/ Lloyd Rowland

Lloyd Rowland, General Counsel, Chief Compliance Officer  
and Secretary

**[SIGNATURE PAGE TO  
CERTIFICATE OF AMENDMENT TO AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF CYTOMX THERAPEUTICS, INC.]**