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): October 23, 2017

CYTOMX THERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-37587**	**27-3521219**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

151 Oyster Point Blvd., 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d)

Appointment of Director

On October 23, 2017, Charles S. Fuchs, MD, MPH, was appointed to the Board of Directors (the "Board") of CytomX Therapeutics, Inc., a Delaware corporation (the "Company"), effective October 23, 2017, as a Class III director, with an initial term expiring at the Company's 2018 annual meeting of stockholders, filling a vacancy.

Dr. Fuchs will receive the Company's standard non-employee director compensation as described under "Director Compensation" in the Company's Form 10-K/A filed with the Securities and Exchange Commission on March 20, 2017. Pursuant to this program, upon appointment to the Board, Dr. Fuchs received an option under the Company's 2015 Equity Incentive Plan to purchase 28,000 shares of the Company's common stock with an exercise price of $20.04, the closing price of the Company's common stock on October 23, 2017. The option will vest and become exercisable as to 1/36th of the shares subject to the option on each monthly anniversary of the date of appointment to the Board, subject to Dr. Fuchs' continued service to the Company through each applicable vesting date. The Company is entering into an indemnification agreement with Dr. Fuchs, the form of which was filed as Exhibit 10.16 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 28, 2015.

There have not been any transactions since the beginning of the Company's last fiscal year, nor are there any proposed transactions, in which the Company was or is to be a participant involving amounts exceeding $120,000 and in which Dr. Fuchs had or will have a direct or indirect material interest. There are no arrangements or understandings between Dr. Fuchs and the Company or any other persons pursuant to which Dr. Fuchs was appointed as a director of the Company.

On October 24, 2017, the Company issued a press release announcing the events described above, which is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibit No.	Description
99.1	Press Release of CytomX Therapeutics, Inc., dated October 24, 2017

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: October 24, 2017

CYTOMX THERAPEUTICS, INC.

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

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CytomX Therapeutics Appoints Charles S. Fuchs, M.D., MPH to Board of Directors

SOUTH SAN FRANCISCO, Calif., October 24, 2017 (GLOBE NEWSWIRE) – CytomX Therapeutics, Inc. (Nasdaq:CTMX), a biopharmaceutical company developing investigational Probody™ therapeutics for the treatment of cancer, today announced the appointment of Charles S. Fuchs, M.D., MPH., Director of the Yale Cancer Center, to its Board of Directors. Dr. Fuchs is an internationally recognized expert in gastrointestinal cancers, cancer epidemiology and cancer drug development, and conducts research assessing novel therapeutic approaches in oncology.

“Dr. Fuchs’ appointment to the CytomX Board reflects the continued progression of the organization as a clinical stage, oncology-focused company developing novel, high potential medicines for people with cancer,” said Dr. Hoyoung Huh, Chairman of the Board of Directors of CytomX Therapeutics.

Dr. Fuchs is the Richard Sackler and Jonathan Sackler Professor of Medicine, Director of the Yale Cancer Center and Physician-in-Chief of the Smilow Cancer Hospital. He was previously professor of medicine at Harvard Medical School and chief of the gastrointestinal oncology division and the Robert T. and Judith B. Hale Chair in Pancreatic Cancer at Dana-Farber Cancer Institute. Dr. Fuchs received his medical degree from Harvard Medical School in 1986. He completed his medical residency at Brigham and Women’s Hospital, where he also served as chief medical resident, and completed his medical oncology fellowship at Dana-Farber Cancer Institute. In 1994, he received his M.P.H. from Harvard School of Public Health.

“We are delighted to welcome Dr. Fuchs to our Board as we continue to advance our pipeline of Probody therapeutics for the treatment of cancer,” said Sean McCarthy, D.Phil., President and Chief Executive Officer of CytomX Therapeutics. “Throughout his distinguished career, Charlie has consistently been at the forefront of translational oncology research and development, which has led to broad-based impact for patients. We look forward to drawing on his clinical and strategic insights as we continue to build CytomX towards becoming an integrated oncology company.”

About CytomX Therapeutics

CytomX Therapeutics is a clinical-stage biopharmaceutical company with a deep and differentiated oncology pipeline of investigational Probody™ therapeutics. Probody therapeutics are designed to exploit unique conditions of the tumor microenvironment to more effectively localize antibody binding and activity while limiting activity in healthy tissues. The Company’s pipeline includes proprietary cancer immunotherapies against clinically-validated targets, such as PD-L1, and first-in-class Probody drug conjugates against highly attractive targets, such as CD166 and CD71, which are considered to be inaccessible to conventional antibody drug conjugates due to their presence on healthy tissue. In addition to its wholly

owned programs, CytomX has strategic collaborations with AbbVie, Amgen, Bristol-Myers Squibb Company, Pfizer Inc., MD Anderson Cancer Center and ImmunoGen, Inc. For more information, visit www.cytomx.com or follow us on Twitter.

CytomX Therapeutics Forward-Looking Statements

This press release includes forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that are difficult to predict, may be beyond our control, and may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in such statements. Accordingly, you should not rely on any of these forward-looking statements, including those relating to the ability to advance the pipeline. The process by which preclinical and clinical development could potentially lead to an approved product is long and subject to significant risks and uncertainties. Applicable risks and uncertainties include those relating to our preclinical research and development, clinical development, and other risks identified under the heading “Risk Factors” included in CytomX’ Quarterly Report on Form 10-Q filed with the SEC on August 7, 2017. The forward-looking statements contained in this press release are based on information currently available to CytomX and speak only as of the date on which they are made. CytomX does not undertake and specifically disclaims any obligation to update any forward-looking statements, whether as a result of any new information, future events, changed circumstances or otherwise.

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