FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | |
|------------------------|-----------|--|--|--|--|--|
| Estimated average bure | den | | | | | |
| houre per reenonee. | 0.5 | | | | | |

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* McCarthy Sean A. | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>CytomX Therapeutics, Inc.</u> [CTMX] | | | | | | | eck all appli X Directo | cable) or | g Perso | 10% Ow | ner | |
|--|--|---|--|--|--|---|--|--|--|--|---|--|--|--|--|--|--|
| (Last) (First) (Middle) C/O CYTOMX THERAPEUTICS, INC. 151 OYSTER POINT BLVD., STE. 400 | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2021 | | | | | | X Officer (give title Other (specify below) President and CEO | | | | | |
| ISCO | | 94080 (Zip) | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Individual or Joint/Group Filing (Check Applicable le) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | | | | | | | | | | | | | | | | |
| Date | | | | | action 2A. Deemed Execution Date, | | | 3. 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 | | | ed (A) or | 5. Amou Securitie Benefici Owned I | es ally Following | Form: (D) or | Direct I Indirect E str. 4) (| 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | Code | / | Amount | Amount (A) or (D) | | Transac | ction(s) | | | (Instr. 4) | |
| | | | | | | | | | | | | Owned | | | | | |
| 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | if any | Cod | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable Expiration Date (Month/Day/Year) | | | of Securities Underlying | | | derivative Securitie Beneficia Owned Following Reported | e es ally g | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Cod | le V | | | Date Exercisable | | | Title | Amount or Number of Shares | | (Instr. 4) | | | | |
| \$7.85 | 02/26/2021 | | A | | 400,000 | | (1) | 02 | 2/25/2031 | Common Stock | 400,000 | \$0.00 | 400,0 | 00 | D | | |
| \$7.85 | 02/27/2021 | | A | | 200,000 | | (1) | 02 | 2/26/2031 | Common Stock | 200,000 | \$0.00 | 200,0 | 00 | D | | |
| | (FOMX THE STER POINTS SAN ISCO (SECURITY (Insert Security (Insert Security (Insert Security S | (First) TOMX THERAPEUTICS, 1 STER POINT BLVD., STE. SAN (SCO (State) Ta Security (Instr. 3) 2. (State) Ta Security (Instr. 3) 2. (Month/Day/Year) \$7.85 02/26/2021 | (First) (Middle) TOMX THERAPEUTICS, INC. STER POINT BLVD., STE. 400 SAN (State) (Zip) Table I - Non Security (Instr. 3) Table II - I (Month/Day/Year) \$7.85 02/26/2021 \$7.85 02/27/2021 | (First) (Middle) TOMX THERAPEUTICS, INC. STER POINT BLVD., STE. 400 SAN (State) (Zip) Table I - Non-Derivative (e.g., pt. 2. Transar (Month/Day/Year) Table II - Derivative (e.g., pt. 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Security (Month/Day/Year) 3. A. Deemed Execution Date, if any (Month/Day/Year) 8) Coc (State) (Zip) Table II - Derivative (e.g., pt. 3. Transaction Date, if any (Month/Day/Year) 8) Coc (State) (Zip) | (First) (Middle) TOMX THERAPEUTICS, INC. 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[CTMX] (Characteristics) (First) (Middle) (Midd | CytomX Therapeutics, Inc. [CTMX] (Check all application of Direct Street Point BLVD., STE. 400 SAN (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Port Person of Per | CytomX Therapeutics, Inc. [CTMX] (First) (Middle) (First) (Middle) (Middle | CytomX Therapeutics, Inc. [CTMX] (First) (Middle) (First) (Middle) (O2/26/2021 3. Date of Earliest Transaction (Month/Day/Year) (O2/26/2021 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. 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[CTMX] (Check all applicable) X Director 10% Ow X Officer (give title Delow) President and CEO A 18 Annendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (e.g., puts, calls, warrants, options, convertible Securities) Table (e.g., puts, calls, warrants, options, convertible Securities) A 4 400,000 (I) Date Exercisable and Final Conversion Date (Month/Day/Year) (Month/Day/Year) Table Execution Date, (Month/Day/Year) (Month/Day/Year) Table Execution Date, (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Execution Date (beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date (beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Expiration Date or Date (Month/Day/Year) (Month/Day/Ye | |

1. 1/48th of the shares subject to the option vest on each monthly anniversary measured from February 26, 2021 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested and exercisable on the fourth anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued service to the Issuer through each such date.

/s/ Lloyd Rowland, as Attorney-03/02/2021 in-Fact for Sean A. McCarthy

** 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.