

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person * <u>McCarthy Sean A.</u> (Last) (First) (Middle) <u>C/O CYTOMX THERAPEUTICS, INC.</u> <u>151 OYSTER POINT BLVD., SUITE 400</u> (Street) <u>SOUTH SAN FRANCISCO CA 94080</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2017</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 11/30/2017 | | A ⁽¹⁾ | V | 398 | A | \$12.1465 | 4,643 | D | |
| Common Stock | 12/01/2017 | | M | | 4,100 | A | \$0.945 | 8,743 | D | |
| Common Stock | 12/01/2017 | | M | | 10,240 | A | \$1.1339 | 18,983 | D | |
| Common Stock | 12/01/2017 | | S ⁽²⁾ | | 14,340 | D | \$20.6 ⁽³⁾ | 4,643 | D | |
| Common Stock | | | | | | | | 158,737 | I | See footnote ⁽⁴⁾ |

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 | | | | | |
| Stock Option (right to buy) | \$0.945 | 12/01/2017 | | M | | 4,100 | | (5) | 02/25/2023 | Common Stock 4,100 | \$0.00 | 115,193 | D | |
| Stock Option (right to buy) | \$1.1339 | 12/01/2017 | | M | | 10,240 | | (5) | 09/20/2021 | Common Stock 10,240 | \$0.00 | 356,721 | D | |

Explanation of Responses:

- 398 shares were acquired pursuant to the Issuer's Employee Stock Purchase Plan in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- The sale was effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.42 to \$20.78, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- Held in McCarthy Family Trust dated August 9, 2001, Sean A. McCarthy and Jeanette J. McCarthy, Trustees.
- 100% of the shares subject to the option are fully vested and exercisable.

/s/ Cynthia J. Ladd, as
Attorney-in-Fact for Sean A. McCarthy 12/05/2017

** 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.