

**CytomX Therapeutics, Inc.
151 Oyster Point Blvd., Suite 400
South San Francisco, CA 94080**

March 17, 2017

VIA EDGAR

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, DC 20549

Attention: Suzanne Hayes, Assistant Director, Office of Healthcare and Insurance
Mary Beth Breslin, Senior Attorney
Johnny Gharib, Attorney

**Re: CytomX Therapeutics, Inc.
Registration Statement on Form S-3 (Registration No. 333-216567)**

Ladies and Gentlemen:

In accordance with Rule 461 of Regulation C of the General Rules and Regulations under the Securities Act of 1933, as amended, we hereby request acceleration by the Securities and Exchange Commission (the "Commission") of the effective date of the above-referenced Registration Statement on Form S-3 (the "Registration Statement") of CytomX Therapeutics, Inc. (the "Company"). We respectfully request that the Registration Statement become effective as of 5:00 p.m., Washington, D.C. time, on March 20, 2017, or as soon as practicable thereafter.

The Company acknowledges the following:

- should the Commission or the staff of the Commission (the "Staff"), acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the Staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the Company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the Company may not assert Staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Thank you for your assistance in this matter.

Very truly yours,

CyтомX Therapeutics, Inc.

By: /s/ Robert C. Goeltz II

Robert C. Goeltz II

Chief Financial Officer and Secretary

[Signature Page to CyтомX Therapeutics, Inc. Acceleration Letter]