

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>THIRD ROCK VENTURES LP</u><br><br>(Last) (First) (Middle)<br><u>29 NEWBURY STREET, 3RD FLOOR</u><br><br>(Street)<br><u>BOSTON MA 02116</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>10/07/2015</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>CytomX Therapeutics, Inc. [ CTMX ]</u>  |   |
|   |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
|  | Date Exercisable   | Expiration Date |   |  |  |   |
| Series B-1 Preferred Stock                 | (1)  | (1)             | Common Stock  | 8,105,314 <sup>(2)</sup>                               | (1)  | D <sup>(3)</sup>                                      |
| Series C Preferred Stock                   | (4)  | (4)             | Common Stock  | 565,037 <sup>(2)</sup>                                 | (4)  | D <sup>(3)</sup>                                      |

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| 1. Name and Address of Reporting Person*<br><u>THIRD ROCK VENTURES LP</u><br><br>(Last) (First) (Middle)<br><u>29 NEWBURY STREET, 3RD FLOOR</u><br><br>(Street)<br><u>BOSTON MA 02116</u><br><br>(City) (State) (Zip) |
|---|

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|---|
| 1. Name and Address of Reporting Person*<br><u>Third Rock Ventures GP, L.P.</u><br><br>(Last) (First) (Middle)<br><u>29 NEWBURY STREET, 3RD FLOOR</u><br><br>(Street)<br><u>BOSTON MA 02116</u><br><br>(City) (State) (Zip) |
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|--|
| 1. Name and Address of Reporting Person*<br><u>TRV GP, LLC</u><br><br>(Last) (First) (Middle)<br><u>29 NEWBURY STREET, 3RD FLOOR</u><br><br>(Street)<br><u>BOSTON MA 02116</u><br><br>(City) (State) (Zip) |
|--|

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|--|
| 1. Name and Address of Reporting Person* |
|--|

LEVIN MARK J

(Last) (First) (Middle)  
29 NEWBURY STREET, 3RD FLOOR

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

STARR KEVIN P

(Last) (First) (Middle)  
29 NEWBURY STREET, 3RD FLOOR

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TEPPER ROBERT I

(Last) (First) (Middle)  
29 NEWBURY STREET, 3RD FLOOR

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. Each share of the Series B-1 Preferred Stock is convertible into Common Stock on a one-for-one basis automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
2. Amount reflects a 62.997-for-1 reverse stock split effected by the Issuer on October 2, 2015.
3. The shares are directly held by Third Rock Ventures, L.P. ("TRV"). The general partner of TRV is Third Rock Ventures GP, L.P. ("TRV GP LP"). The general partner of TRV GP LP is TRV GP, LLC ("TRV GP LLC"). The individual managers of TRV GP LLC are Mark Levin ("Levin"), Kevin Starr ("Starr") and Dr. Robert Tepper ("Tepper") and, as such, each of TRV GP LP and TRV GP LLC, Levin, Starr and Tepper exercises shared voting and investment power over the shares held of record by TRV. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.
4. Each share of the Series C Preferred Stock is convertible into Common Stock on a one-for-one basis automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

**Remarks:**

/s/ Kevin Gillis, Chief  
Financial Officer of TRV GP,  
LLC, general partner of Third  
Rock Ventures GP, L.P.,  
general partner of Third Rock  
Ventures, L.P. 10/08/2015

/s/ Kevin Gillis, Chief  
Financial Officer of TRV GP,  
LLC, general partner of Third  
Rock Ventures GP, L.P. 10/08/2015

/s/ Kevin Gillis, Chief  
Financial Officer of TRV GP,  
LLC 10/08/2015

/s/ Kevin Gillis by power of  
attorney for Mark Levin 10/08/2015

/s/ Kevin Gillis by power of  
attorney for Kevin Starr 10/08/2015

/s/ Kevin Gillis by power of  
attorney for Robert I. Tepper 10/08/2015

\*\* 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 5 (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.