
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CytomX Therapeutics, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-3521219
(I.R.S. Employer
Identification No.)

151 Oyster Point Blvd., Suite 400
South San Francisco, CA 94080
(Address of Principal Executive Offices) (Zip Code)

CytomX Therapeutics, Inc. Amended and Restated 2015 Equity Incentive Plan
CytomX Therapeutics, Inc. Amended and Restated Employee Stock Purchase Plan
(Full Title of the Plans)

Sean A. McCarthy, D.Phil.
President and Chief Executive Officer
CytomX Therapeutics, Inc.
151 Oyster Point Blvd., Suite 400
South San Francisco, CA 94080
(650) 515-3185
(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

Copies to:

Mark V. Roeder, Esq.
John C. Williams, Esq.
Latham & Watkins LLP
801 Jefferson Avenue, Suite 300
Redwood City, California 94063
(650) 328-4600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☐

Accelerated filer ☒
Smaller reporting company ☐
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 7(a)(2)(B) of the Securities Act. ☐

**Proposed sale to take place as soon after the effective date of the
registration statement as awards under the plans are exercised and/or vest.**

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 7,500,000 shares of the Registrant's common stock issuable under the following employee benefit plans for which Registration Statements of the Registrant on Form S-8 (File Nos. 333-207694, 333-209992, 333-215795, 333-223491, 333-229916, 333-236711, 333-253452, 333-263321, 333-270869, 333-277819, 333-285594, and 333-289370) are effective: the CytomX Therapeutics, Inc. Amended and Restated 2015 Equity Incentive Plan, as a result of the amendment of such plan, which added 6,500,000 shares of common stock, and the CytomX Therapeutics, Inc. Amended and Restated Employee Stock Purchase Plan, as a result of the amendment of such plan, which added 1,000,000 shares of common stock.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on [October 30, 2015](#) (File No. 333-207694), [March 7, 2016](#) (File No. 333-209992), [January 27, 2017](#) (File No. 333-215795), [March 7, 2018](#) (File No. 333-223491), [February 27, 2019](#) (File No. 333-229916), [February 27, 2020](#) (File No. 333-236711), [February 24, 2021](#) (File No. 333-253452), [March 4, 2022](#) (File No. 333-263321), [March 27, 2023](#) (File No. 333-270869), [March 11, 2024](#) (File No. 333-277819), [March 6, 2025](#) (File No. 333-285594), and [August 7, 2025](#) (File No. 333-289370) are incorporated by reference herein; except for Item 8 which is being updated by this Registration Statement.

Item 8. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Amended and Restated Certificate of Incorporation.	8-K	5/17/2024	3.1	
4.1(a)	Certificate of Amendment to Amended and Restated Certificate of Incorporation.	8-K	6/22/2026	3.1	
4.2	Amended and Restated Bylaws.	8-K	3/22/2024	3.1	
4.3	Form of Common Stock Certificate.	S-1/A	9/28/2015	4.1	
4.4	Registration Rights Agreement dated as of September 29, 2017 by and between CytomX Therapeutics, Inc. and Amgen, Inc.	10-Q	11/7/2017	4.4	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Independent Registered Public Accounting Firm.				X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
24.1	Power of Attorney. Reference is made to the signature page to the Registration Statement.				X
99.1(a)#	CytomX Therapeutics, Inc. Amended and Restated 2015 Equity Incentive Plan.	8-K	6/22/2026	10.1	
99.1(b)#	Form of Option Award Notice under the CytomX Therapeutics, Inc. Amended and Restated 2015 Equity Incentive Plan.	10-Q	11/23/2015	10.4	
99.1(c)#	Form of Early Exercise Option Award Notice under the CytomX Therapeutics, Inc. Amended and Restated 2015 Equity Incentive Plan.	10-Q	11/23/2015	10.5	
99.1(d)#	Form of Restricted Share Unit Award Grant Notice and Agreement under the CytomX Therapeutics, Inc. Amended and Restated 2015 Equity Incentive Plan.	10-K	3/1/2022	10.3(d)	
99.2#	CytomX Therapeutics, Inc. Amended and Restated Employee Stock Purchase Plan.	8-K	6/22/2026	10.2	
107	Filing Fee Table.				X

Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in South San Francisco, State of California, on August 6, 2026.

CytomX Therapeutics, Inc.

By: /s/ Sean A. McCarthy

Sean A. McCarthy, D.Phil.

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Sean A. McCarthy, D.Phil., and Christopher W. Ogden, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Sean A. McCarthy Sean A. McCarthy, D.Phil.	President, Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	August 6, 2026
/s/ Christopher W. Ogden Christopher W. Ogden	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	August 6, 2026
/s/ Matthew P. Young Matthew P. Young	Director	August 6, 2026
/s/ Alan Ashworth Alan Ashworth, Ph.D. FRS	Director	August 6, 2026
/s/ James R. Meyers James R. Meyers	Director	August 6, 2026
/s/ Elaine V. Jones Elaine V. Jones, Ph.D.	Director	August 6, 2026
/s/ Halley E. Gilbert Halley E. Gilbert	Director	August 6, 2026
/s/ Mani Mohindru Mani Mohindru, Ph.D.	Director	August 6, 2026
/s/ Zhen Su Zhen Su, M.D.	Director	August 6, 2026
/s/ Charles Fuchs Charles Fuchs, M.D., M.P.H.	Director	August 6, 2026

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LATHAM & WATKINS LLP

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August 6, 2026

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

Re: Registration Statement on Form S-8; 7,500,000 shares of Common Stock of CytomX Therapeutics, Inc., par value \$0.00001 per share

To the addressee set forth above:

We have acted as special counsel to CytomX Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of an aggregate of 7,500,000 shares (the “**Shares**”) of common stock of the Company, par value \$0.00001 per share, issuable under the CytomX Therapeutics, Inc. Amended and Restated 2015 Equity Incentive Plan (the “**2015 Plan**”) and the CytomX Therapeutics, Inc. Amended and Restated Employee Stock Purchase Plan (the “**ESPP**”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on August 6, 2026 (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor in the circumstances contemplated by the 2015 Plan and the ESPP, as applicable, assuming in each case that the individual issuances, grants or awards under the 2015 Plan, and sales under the ESPP, are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2015 Plan and the ESPP, as applicable (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the CytomX Therapeutics, Inc. Amended and Restated 2015 Equity Incentive Plan and the CytomX Therapeutics, Inc. Amended and Restated Employee Stock Purchase Plan of our reports dated March 16, 2026, with respect to the financial statements of CytomX Therapeutics, Inc. and the effectiveness of internal control over financial reporting of CytomX Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California

August 6, 2026

Calculation of Filing Fee Tables

S-8

CytomX Therapeutics, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value \$0.00001 per share	Other	6,500,000	\$ 3.19	20,735,000.00	0.0001381	\$ 2,863.50
2	Equity	Common Stock, par value \$0.00001 per share	Other	1,000,000	\$ 2.71	\$ 2,710,000.00	0.0001381	\$ 374.25
Total Offering Amounts:						\$ 23,445,000.00		\$ 3,237.75
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 3,237.75

Offering Note

¹ Note 1(a). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of the Registrant's common stock that become issuable under the CytomX Therapeutics, Inc. Amended and Restated 2015 Equity Incentive Plan (the "2015 Plan") or the CytomX Therapeutics, Inc. Amended and Restated Employee Stock Purchase Plan (the "ESPP") by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration which would increase the number of outstanding shares of common stock. Note 1(b). Amount Registered represents the additional shares of common stock available for future issuance under the 2015 Plan and the ESPP resulting from amendments thereto on June 17, 2026, including an additional 6,500,000 shares of common stock under the 2015 Plan and an additional 1,000,000 shares of common stock under the ESPP. Note 1(c). The Proposed Maximum Offering Price Per Unit is estimated solely for purposes of calculating the amount of the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act. The Proposed Maximum Offering Price Per Share and the Maximum Aggregate Offering Price for the shares issuable under the 2015 Plan are based on \$3.19 per share, the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Global Select Market on July 31, 2026. The Proposed Maximum Offering Price Per Share and the Maximum Aggregate Offering Price for the shares issuable under the ESPP are based on \$2.71 per share, representing 85% of \$3.19 per share, the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Global Select Market on July 31, 2026, because the purchase price of shares reserved for issuance under the ESPP is at least 85% of the lower of the fair market value of the Registrant's common stock on the enrollment date or the exercise date of the applicable offering period.

² See Offering Note 1.

Table 2: Fee Offset Claims and Sources

☒ Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
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Rule 457(p)

[illegible]