

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

1. Name and Address of Reporting Person* SHANNON TIMOTHY M (Last) (First) (Middle) 285 RIVERSIDE AVENUE SUITE 250 (Street) WESTPORT CT 06880 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CytomX Therapeutics, Inc. [CTMX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/14/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	10/14/2015		C		3,566,337	A	(1)	3,566,337	I(2)	By Canaan IX L.P.(2)
Common Stock	10/14/2015		C		1,318,418	A	(1)	1,318,418	I(2)	By Canaan IX L.P.(2)

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	Title	Amount or Number of Shares				
Series B-1 Convertible Preferred Stock	(1)	10/14/2015		C		3,566,337		(1)	(1)	Common Stock	3,566,337	(1)	0	I(2)	By Canaan IX L.P.(2)
Series C Convertible Preferred Stock	(1)	10/14/2015		C		1,318,418		(1)	(1)	Common Stock	1,318,418	(1)	0	I(2)	By Canaan IX L.P.(2)

Explanation of Responses:

- Each of the Series B-1 Convertible Preferred Stock and the Series C Convertible Preferred Stock was convertible at any time at the option of the holder into Common Stock on a one-for-one basis, for no additional consideration, and had no expiration date. Each of the Series B-1 Convertible Preferred Stock and the Series C Convertible Preferred Stock automatically converted into Common Stock, on a one-for-one basis and for no additional consideration, upon closing of the Issuer's initial public offering of its Common Stock.
- These shares are held directly by Canaan IX L.P. The Reporting Person is a non-managing member of Canaan Partners IX LLC, the general partner of Canaan IX L.P. The Reporting Person does not have voting, investment or dispositive power over any of the shares directly held by Canaan IX L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Exhibit 24.1 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24.1 to the Form 3 filed by the reporting person on October 7, 2015)

/s/ Cynthia J. Ladd, attorney-in-fact 10/16/2015

** 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 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.