SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☑ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
McCarthy Sean A.	CytomX Therapeutics, Inc. [CTMX]	☑ Director ☐ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☑ Officer (give title below) ☐ Other (specify below)
C/O CYTOMX THERAPEUTICS, INC.	3. Date of Earliest Transaction (Month/Day/Year)	CEO
5959 HORTON STREET, SUITE 300	11/06/2025	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
EMERYVILLE CA 94608	11/10/2025	☑ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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	11/06/2025		M[1]		101,793	A	$1.59	1,191,477[4]	D	
Common Stock	11/06/2025		S[2]		101,793	D	$4.5377[3]	1,089,684[1][4]	D	
Common Stock								93,158	I	See footnote[5]

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				
Stock Option (Right to Buy)	$1.59	11/06/2025		M[1]			101,793	(6)	08/09/2032	Common Stock	101,793	$0	348,207	D	

Explanation of Responses:

1. This Form 4/A restates in its entirety the original Form 4 filed on 11/10/2025 (the "Original Form 4") to report an inadvertently omitted exercise that was part of a same-day exercise-and-sale transaction; the sale was timely reported in the Original Form 4. Due to the omission, the Original Form 4 understated the Reporting Person's direct holdings following the reported transactions by 101,793 shares, and this understatement carried forward into Column 5 of Table I of the Reporting Person's Forms 4 filed on 2/4/2026 and 3/19/2026 (the "Subsequent Reports"). The direct holdings reported in Column 5 of Table I of this Form 4/A have been corrected. The Subsequent Reports are not being amended; the direct holdings amounts reported therein should each be read as increased by 101,793 shares.

2. The transactions reported herein were effected pursuant to the Reporting Person's Rule 10b5-1 trading plan, adopted on August 27, 2024.

3. This transaction was executed in multiple trades at prices ranging from $4.50 to $4.62, inclusive. The price reported above reflects the weighted average sale price. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.

4. Includes 488,750 restricted stock units.

5. Shares held by Sean A. McCarthy 2018 Trust, of which the Reporting Person is trustee.

6. This option is fully vested and exercisable.

/s/ Christopher Ogden, as Attorney-in-Fact for Sean A. McCarthy — 10/16/2026

** 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.