

McCarthy Sean A.
Form 4
October 06, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
McCarthy Sean A.

2. Issuer Name and Ticker or Trading Symbol
CytomX Therapeutics, Inc. [CTMX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
151 OYSTER POINT
BLVD., SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
SOUTH SAN FRANCISCO, CA 94080

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	10/04/2017		M		19,120	A	\$ 0.945	23,365	D	
Common Stock	10/04/2017		S ⁽¹⁾		19,120	D	\$ 24.13	4,245	D	
Common Stock								158,737	I	See footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Common Stock	\$ 0.945	10/04/2017		M	19,120	<u>(4)</u> 02/25/2023	Common Stock	19,120

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Sean A. 151 OYSTER POINT BLVD. SUITE 400 SOUTH SAN FRANCISCO, CA 94080	X		President and CEO	

Signatures

/s/ Cynthia J. Ladd, as Attorney-in-Fact for Sean A. McCarthy

10/06/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The sale was effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.
The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$23.51 to \$24.39, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
 - (2) Held in McCarthy Family Trust dated August 9, 2001, Sean A. McCarthy and Jeanette J. McCarthy, Trustees.
 - (3) 100% of the shares subject to the option are fully vested and exercisable.
 - (4) Previous Form 4s filed by the Reporting Person included an error in the number of securities beneficially owned by the Reporting Person in Table II, Box 9. The number of derivative securities beneficially owned as reported in Table II, Box 9 of this Form 4 has been adjusted

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to correct the previous errors and reflects the current number of derivative securities beneficially owned as of this filing date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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