

CytomX Therapeutics, Inc.
Form 4
March 28, 2017

FORM 4

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

OMB APPROVAL

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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 *
Canaan IX L.P.

(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]

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 03/27/2017 | | J(1) | 750,000 D (1) | 2,494,381 | I | See Footnote (2) |

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)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Canaan IX L.P. 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | X | | | |
| Canaan Partners IX LLC 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | X | | | |

Signatures

| | |
|---|------------|
| Canaan IX L.P., By: Canaan Partners IX LLC, its general partner, By: /s/ Nancy Levenson, Attorney-in-Fact | 03/28/2017 |
| __Signature of Reporting Person | Date |
| Canaan Partners IX LLC, By: /s/ Nancy Levenson, Attorney-in-Fact | 03/28/2017 |
| __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) On March 27, 2017, Canaan IX L.P. (the "Canaan Fund") distributed, for no consideration, 750,000 shares of Common Stock of the issuer (the "Shares") to its limited partners and to Canaan Partners IX LLC ("Canaan IX" and, together with the Canaan Fund, the "Canaan Entities"), the general partner of the Canaan Fund, representing each such partner's pro rata interest in the shares held by the Canaan Fund. On the same date, Canaan IX distributed, for no consideration, the Shares it received from the distribution to its members in an amount equal to each such member's pro rata interest in the Shares. The aforementioned distributions were made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Securities Exchange Act of 1934, as amended.
- The shares are held directly by the Canaan Fund. Canaan IX, is the sole general partner of the Canaan Fund, and each may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. Timothy Shannon, a non-managing member of Canaan IX, serves as representative of the Canaan Entities on the issuer's board of directors. Canaan IX disclaims Section 16 beneficial ownership of the securities held by the Canaan Fund, except to the extent of its pecuniary interest therein, if any.
- (2)

Remarks:

Exhibit 24 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24 to the Form 4 filed by t

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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