

McCarthy Sean A.  
Form 4  
December 05, 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 \*  
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)  
C/O CYTOMX THERAPEUTICS,  
INC., 151 OYSTER POINT BLVD.,  
SUITE 400

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2017

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) |            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|--------|---|--|-----------------------------------|------------|
|                                 |                                      |  |                                | Code  | V      | Amount |   |  |                                   | (A) or (D) |
| Common Stock                    | 11/30/2017                           |  | A <sup>(1)</sup>               | V   | 398    | A      | \$ 12.1465  | 4,643  | D                                 |            |
| Common Stock                    | 12/01/2017                           |  | M                              |   | 4,100  | A      | \$ 0.945  | 8,743  | D                                 |            |
| Common Stock                    | 12/01/2017                           |  | M                              |   | 10,240 | A      | \$ 1.1339   | 18,983   | D                                 |            |
| Common Stock                    | 12/01/2017                           |  | S <sup>(2)</sup>               |   | 14,340 | D      | \$ 20.6 <sup>(3)</sup>  | 4,643  | D                                 |            |
|                                 |                                      |  |                                |   |        |        |   | 158,737  | I                                 |            |

Common  
Stock

See  
footnote  
(4)

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

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 0.945   | 12/01/2017                           |  | M                              | 4,100   | <u>(5)</u> 02/25/2023                                    | Common Stock  | 4,100                         |
| Stock Option (right to buy)                | \$ 1.1339  | 12/01/2017                           |  | M                              | 10,240  | <u>(5)</u> 09/20/2021                                    | Common Stock  | 10,240                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| McCarthy Sean A.<br>C/O CYTOMX THERAPEUTICS, INC.<br>151 OYSTER POINT BLVD., SUITE 400<br>SOUTH SAN FRANCISCO, CA 94080 | X             |           | President and CEO |       |

## Signatures

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

12/05/2017

\*\*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) 398 shares were acquired pursuant to the Issuer's Employee Stock Purchase Plan in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).

(2) 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 \$20.42 to \$20.78, 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.

(4) Held in McCarthy Family Trust dated August 9, 2001, Sean A. McCarthy and Jeanette J. McCarthy, Trustees.

(5) 100% of the shares subject to the option are fully vested and exercisable.

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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