

CytomX Therapeutics, Inc.
Form 4
March 27, 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 *
Exter Neil

(Last) (First) (Middle)

29 NEWBURY STREET, 3RD FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CytomX Therapeutics, Inc. [CTMX]

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

03/23/2017

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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/23/2017		S	0 ⁽¹⁾ D \$ 0 ₍₁₎	0 ₍₂₎	I	See footnote ₍₃₎
Common Stock	03/27/2017		S	0 ⁽⁴⁾ D \$ 0 ₍₄₎	0 ₍₅₎	I	See footnote ₍₃₎
Common Stock					11,199	I	By The Neil Exter 2012 Irrevocable

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Exter Neil 29 NEWBURY STREET, 3RD FLOOR BOSTON, MA 02116	X			

Signatures

/s/ Neil Exter 03/27/2017
 **Signature of Date
 Reporting Person

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 23, 2017, Third Rock Ventures, L.P. ("TRV") sold 1,000,000 shares of Common Stock of the Issuer. The shares were sold in one execution at a price per share of \$17.0002.
- (2) After the transaction referenced in note (1), TRV owned 5,820,348 shares of Common Stock of the Issuer.
 The reporting person is a partner of Third Rock Ventures GP, L.P., which is the general partner of TRV. The reporting person disclaims beneficial ownership over the shares held by TRV, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that he is the beneficial owner of such shares.
- (3) On March 27, 2017, TRV sold 650,000 shares of Common Stock of the Issuer. The shares were sold in multiple transactions at prices ranging from \$18.00 to \$18.45, inclusive, and at a weighted average price of \$18.0003. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4).
- (4) After the transaction referenced in note (4), TRV owned 5,170,348 shares of Common Stock of the Issuer.
- (5)

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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